

To,

**The Manager – Listing Department**

National Stock Exchange of India Limited (NSE EMERGE)

Exchange Plaza, Plot No. C/1, Block-G

Bandra- Kurla Complex

Bandra (E), Mumbai-400051

Dear Sir/ Ma'am

Date: 06/09/2024

**Symbol: INNOVANA; ISIN: INE403Y01018**

**Subject: Annual Report of the Company for the F.Y 2023-24 and Notice convening the 09<sup>th</sup> Annual General Meeting.**

Pursuant to Regulation 34 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed Notice convening 9<sup>th</sup> Annual General Meeting (AGM) and the Annual Report of the Company for the Financial Year 2023-24, The Annual General Meeting of the Company Schedule to be held on Monday, 30<sup>th</sup> September 2024 at 11.30 AM at the registered office of the Company.

A Copy of the aforesaid Notice and Annual Report are available on the website of the Company [www.innovanathinklabs.com](http://www.innovanathinklabs.com)

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours Faithfully,

For INNOVANA THINKLABS LIMITED

  
Vasu Ajay Anand

Company Secretary & Compliance Officer



Plot No. D-41, Patrakar Colony, Near  
Jawahar Nagar, Moti Dungri Vistar Yojna,  
Raja Park, Jaipur - 302004 (Raj), INDIA



[www.innovanathinklabs.com](http://www.innovanathinklabs.com)  
[info@innovanathinklabs.com](mailto:info@innovanathinklabs.com)



+91-141-4919128  
+91-141-4919129



# 2023-24

## ANNUAL REPORT

Driving Digital Innovation  
Shaping Tomorrow

## **Contents**

### **OVERVIEW**

Chairman's Statement  
Board of Director  
Corporate Vision, Mission & Values

### **STATUTORY REPORTS**

Board Report  
Annexure to Board's Report  
Management Discussion and Analysis Report

### **Financial Statement**

Independent Auditor's Report on Standalone Financial Statements  
Standalone Balance Sheet  
Standalone Statement of Profit and Loss  
Standalone Statement of Change in Equity  
Standalone Cash Flows Statement  
Notes to the Standalone Financial Statements  
Independent Auditors' Report on Consolidated Financial Statements  
Consolidated Balance Sheet  
Consolidated Statement of Profit and Loss  
Consolidated Statement of Change in Equity  
Consolidated Cash Flows Statement  
Notes to the Consolidated Financial Statements  
Notice of the 9<sup>th</sup> Annual General Meeting



## Chairman's Statement

Dear Shareholders,

It gives me great pleasure to present our Annual Report for the year 2023-2024 and it is with great pride that I reflect on the past year and all that we have accomplished together. Innovana Thinklabs Limited has witnessed an incredible year in terms of revenue, growth, as well as expansion. On behalf of everyone at Innovana, I thank you all for your continued support and trust in the company and its management.

This is a momentous time for us as Innovana enters its 10th year. It has been almost a decade since we began our journey. And what a journey it has been—a journey of technological breakthroughs, growth, creative endeavors, and sustained value creation.

In the last 10 years, India as a nation has seen a tremendous shift. Not just geopolitical changes or technological transformations, but businesses all over the world have also had to navigate the aftermath of the pandemic. Despite these uncertainties, Innovana has remained committed to creating value for our stakeholders with our steadfast approach toward creating products and building solutions that make a difference.

As we begin the next phase of our growth journey, we are driven by a singular purpose: **“To lead in technological advancements within our industry through continuous research and innovation, creating solutions that add value.”** This purpose will guide all the business decisions we make in the future.

Emerging growth opportunities combined with our commitment to innovation have propelled our businesses' growth, putting us on the map. Be it software development, fitness, or real estate, we are excited about the opportunities that lie ahead and are confident in our ability to navigate any challenges that come our way. Our track record showcases a commendable CAGR of 6.68% in revenue and 21.61% profit after tax on a consolidated basis.

If I talk about the company's overall performance, FY 24 has been a milestone year for us. On a standalone basis, Innovana Thinklabs Limited recorded a remarkable growth trajectory with an overall revenue increase of 25.05% compared to the previous fiscal year. This achievement reflects our unwavering focus on strategic initiatives and innovative solutions that continue to set us apart in the industry.

### Business Updates

I'm pleased to share the remarkable progress we've made across our various businesses this year. If I talk about the company's overall performance, FY 24 has been a milestone year for us. On a standalone basis, Innovana Thinklabs Limited recorded a remarkable growth trajectory with an overall revenue increase of 25.05% compared to the previous fiscal year. This achievement reflects our unwavering focus on strategic initiatives and innovative solutions that continue to set us apart in the industry. Presently we are working on developing a secure and affordable PDF solution integrated with e-signature that would simplify editing & modifying all types of PDF documents. We are planning to roll out our advanced PDF editing tool in the coming year.

At Innovana Astro Services, we've successfully integrated Metaverse experiences into our consultations and Tarot readings, creating a unique and immersive experience for our clients. Our average turnover from Anytime Astro, which is a key product of Innovana Astro Services, is approximately 2-3 Crores per month. As we have reduced the cost of acquisition to a great extent, we are positive about significantly increasing our profit numbers in the next fiscal year.

After successfully running 6 gyms in Jaipur, Innovana Fitness Labs expanded its footprint by acquiring 9 new gyms across key locations in Gurgaon & Indore. We have also introduced our own Protein Powder in the name of Protivana.

Innovana Techlabs Limited, through its relentless pursuit of innovation, has developed new apps that are now leading the industry. These apps have significantly boosted our financial performance in this fiscal year.

Innovana Infrastructure Limited has embarked on premium residential projects that are setting new standards in luxury and sustainability, reinforcing our stronghold in the real estate market.

In the gaming vertical, Innovana Games has launched engaging games, each receiving positive feedback and achieving impressive download numbers.



Lastly, our unconventional IT services and solutions provided via Explore Global have continued to create endless possibilities for our clients. We have successfully delivered customized enterprise business solutions while also expanding our offshore operations. These achievements highlight our unwavering commitment to excellence and our ability to drive significant growth across all sectors.

### **Company Performance Review**

FY 23-24 has been a year of robust growth and innovation for Innovana Thinklabs Limited. Our diversified portfolio and strategic investments have ensured that we remain resilient and continue to deliver value to our shareholders. Our consolidated revenue has grown by 25.05%, and our profit after tax has seen an impressive increase of 74.49%. These numbers reflect our strong operational efficiency and the success of our growth strategies.

### **Financial Highlights**

Our financial performance for the year has been exemplary. We have maintained a healthy balance sheet with a significant increase in our cash reserves and reduced our debt levels. Our return on equity has improved to 58%, reflecting our commitment to creating long-term value for our shareholders.

### **Employee Development and Culture**

Our people are the driving force behind our success. This year, we focused on enhancing our talent pool by investing in training and development programs that empower our employees to reach their full potential. We have also launched initiatives to promote diversity and inclusion within the organization, ensuring that we have a workforce that is not only skilled but also reflective of the diverse markets we **serve**.

### **Corporate Social Responsibility (CSR)**

At Innovana, we believe in giving back to the community. Our CSR initiatives this year have focused on healthcare, and environmental sustainability. Our commitment to social responsibility remains unwavering, and we will continue to invest in initiatives that make a positive impact on society.

### **The Vision**

As we look to the future, our vision is clear—to make our place among the Fortune 500 companies by continuing to lead in innovation and creating solutions that make a difference. We are confident that with our strategic direction and unwavering commitment to excellence, we will achieve this goal and continue to create value for all our stakeholders.

In conclusion, I would like to express my heartfelt gratitude to our employees, whose hard work and dedication have been instrumental in our success. I would also like to thank our shareholders for their continued trust and support. Finally, I extend my appreciation to our partners, clients, and the communities we serve, without whom our achievements would not have been possible. Together, we will continue to reach new heights and create a brighter future for all.

Thank you,

**Chandan Garg**



# BOARD OF DIRECTOR



**Mr. Chandan Garg**

CHAIRMAN & MANAGING DIRECTOR  
DIN- 06422150

Board Committees

- A Audit
- S Stakeholders Relationship
- C Corporate Social Responsibility
- N Nomination & Remuneration



**Mr. Kapil Garg**

WHOLE TIME DIRECTOR  
DIN- 07143551



**Mr. Arvind Kumar Sharma**

INDEPENDENT DIRECTOR  
DIN- 01417904



**Mr. Hemant Koushik**

INDEPENDENT DIRECTOR  
DIN- 08853746



**Riya Sharma**

INDEPENDENT DIRECTOR  
DIN- 09213476

## MR. VASU AJAY ANAND

COMPANY SECRETARY & COMPLIANCE OFFICER

Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar  
Yojna, Raja Park-302004, Jaipur, Rajasthan

## M/S. AMIT RAMAKANT & CO.

STATUTORY AUDITORS

404, 4TH Floor, OKAY Plus Tower,  
Near Vishal Mega Mart, M.I. Road,  
Jaipur-302001, Rajasthan, India

## REGISTRAR AND SHARE TRANSFER AGENT

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D-153A, 1st Floor, Okhla Industrial Area Phase-I,  
New Delhi – 110020

## INNOVANA GROUP



### INNOVANA ASTRO SERVICES

1- Kha -18, Jawahar Nagar, Jaipur -  
302004, Rajasthan, India  
support@innovanaastro.com  
Tel: +91-7229808887

### INNOVANA TECHLABS LIMITED

Unit No, 407, 4th Floor, Signature Building, Block13B,  
Zone-1, GIFT SEZ, Gandhinagar - 382355, Gujarat, INDIA  
support@innovanatechlabs.com  
Tel: +91-7229808887

### INNOVANA GAMES

1- Kha -17, Jawahar Nagar, Jaipur -  
302004, Rajasthan, India  
support@innovanagames.com  
Tel: +91-7229808887

### INNOVANA FITNESS LABS LIMITED

1- Kha -18, Jawahar Nagar, Jaipur -  
302004, Rajasthan, India  
info@innovanafitnesslabs.com  
Tel: +91-95878 96320

### INNOVANA INFRASTRUCTURE LIMITED

1- Kha -18, Jawahar Nagar, Jaipur -  
302004, Rajasthan, India  
info@innovanainfrastructure.com  
Tel: +91-7229808887

### ISOLVE SOFTWARE SERVICES LIMITED

Explore Global, 1- Kha -18, Jawahar Nagar, Jaipur -  
302004, Rajasthan, India  
info@innovanafitnesslabs.com  
Tel: +91-95878 96320

# CORPORATE VISION, MISSION & VALUES



## OUR MISSION

To expand in different verticals by adopting new age technologies and establish our brand presence across the globe. At the same time, we strive that all our people grow with us at the same pace in this continuously evolving journey.



## OUR VISION

"Improving the user experience with each innovation."  
To redefine the face of the digital world with innovative software products and enhancing the user experience by providing them with the best software solutions and services.



## QUALITY POLICY

We are committed to provide high quality products, solutions & services that will meet or exceed our users' expectations and comply with regulatory requirements, while maintaining and continually improving the effectiveness of the quality management system.

## OUR VALUES





**BOARD'S REPORT**

To,

The Members of Innovana Thinklabs Limited

The Directors hereby present their 9<sup>th</sup> Annual Report on the business and operations of Innovana Thinklabs Limited ("the Company" or "Innovana") along with the audited standalone & consolidated financial statements for the financial year ended March 31, 2024.

**FINANCIAL HIGHLIGHTS:**

Your Company has prepared the financial statements for the financial year ended March 31, 2024, in terms of Sections 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The Company's financial performance for the year ended March 31, 2024 is summarized below:

**(Rs. In Lakhs)**

Particulars	Standalone		Consolidated	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Revenue from Operation	4,851.33	4,191.48	10,080.55	7,918.55
Other Income	1,031.69	513.02	1,440.62	692.80
<b>Total Income</b>	<b>5,883.02</b>	<b>4,704.50</b>	<b>11,521.17</b>	<b>8,611.35</b>
Total Expenses	1,855.00	2,369.98	6,220.08	5,336.15
Profit or loss before tax	4,028.02	2,334.52	5,301.09	3,275.20
Total Tax Expenses	996.15	596.97	1,158.51	535.14
Profit after Tax	3031.87	1737.55	4125.77	2690.10
Other Comprehensive Income for the Year, Net of Tax	42.57	(28.93)	44.59	(28.93)
<b>Total Comprehensive Income for the Year, net of Tax</b>	<b>3,074.44</b>	<b>1,708.62</b>	<b>4,170.36</b>	<b>2,661.17</b>
Earnings per Share (EPS)				
1. Basic	14.79	16.91	20.13	26.17
2. Diluted	14.79	16.91	20.13	26.17

**STATE OF COMPANY'S AFFAIRS AND PERFORMANCE**

Innovana Thinklabs Limited is a name synonymous with innovation, quality products and unmatched services. Founded in 2015, Innovana is a leading software development and digital services provider aimed at removing any technical barriers that users face while operating industry-driven products. At Innovana, we are always striving to bring every unique idea to reality, developing solutions that make a difference & creating products in niche technologies that are loved by millions in over 100 nations. We are consistently working towards creating the opportunities for the future by providing next-generation digital products and services. Every endeavor we undertake is a promise of growth for the company, opportunities for our people and commitment towards our users.

The financial year 2023-24 was one of the significant years in terms of growth and sustainability. The Company was able to achieve highest ever turnover in its history during the reported financial year. Further information on the

business overview and outlook and State of the affairs of the Company is discussed in detail in the Management Discussion & Analysis Report.

The Management at the operational level, with the extensive support of the employees, made it possible to achieve the organizational activities at the desired levels / targets and the cumulative efforts turned the budgets into achievements.

There is no change in the nature of business of the Company for the year under review.

### **Revenue and Profit (Standalone)**

Your company's total income during the financial year under review amounted to Rs. 5,883.02 lakhs as compared to Rs. 4,704.50 lakhs in previous financial year and net profit after tax (PAT) amounting to Rs. 3031.87 lakhs as compared to Rs. 1737.55 lakhs in previous year. Accordingly, there is a remarkable increase in net profit after tax (PAT) by 74.49% during the financial year 2023-24.

### **Revenue and Profit (Consolidated)**

The total income during the year under review amounted to Rs. 11,521.17 lakhs as compared Rs. 8,611.35 lakhs in previous financial year and net profit after tax (PAT) amounting to Rs. 4,125.77 lakhs as compared to Rs. 2,690.10 lakhs in previous year.

Accordingly, there is an increase of 53.37% in the financial year 2023-24 During the financial year under review, there is an increase in the profit after tax (PAT) due to implementation of effective cost savings plans, increase in sales price along with the significant increase in sales.

## **CONSOLIDATED FINANCIAL STATEMENTS**

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and the applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2023-24 have been prepared in compliance with applicable accounting standards and on the basis of audited financial statements of the Company its subsidiaries and associates as approved by the Board of Directors of the Company.

The consolidated Financial Statements together with the Auditor's Report form part of this Annual Report.

## **SUBSIDIARIES**

Your Company along with the following Wholly Owned Subsidiaries and Subsidiary of the Company is engaged in the business of Information Technology, Construction and Infrastructure, Games and Astrology Consultancy not only in the country but also across the globe:

The Company has the following Wholly Owned Subsidiary Companies and Subsidiary.

- **Innovana Techlabs Limited**

Innovana Techlabs Limited - a wholly owned subsidiary of Innovana Thinklabs Limited was incorporated in Gandhinagar, Gujarat in the year 2017 having its registered office at Unit No. 407, 4th Floor, Signature Building, Block 13B, Zone-1, GIFT SEZ, Gandhinagar, Gujarat, India.

Innovana Techlabs was founded with an aim to venture into diverse domains and grow our product portfolio that comprised not just different software but applications, as well. We create products that add value and offer digital solutions that simplify the day to day needs of our users.

- **INNOVANA GAMES STUDIO LIMITED**

Innovana Games Studio Limited - a wholly owned subsidiary of Innovana Thinklabs Limited was incorporated in Jaipur, in the year 2020 having its registered office at 1- Kha -18, Jawahar Nagar, Jaipur, Rajasthan, India.

Innovana Games Studio Limited ideates and develops engaging games using the most advanced

technologies. From creating casual games to AR/VR applications, the aim of this studio is to ensure users enjoy the best and the most unique gaming experience.

- **INNOVANA FITNESS LABS LIMITED**

Innovana Fitness Labs Limited incorporated in 2019 is a subsidiary of Innovana Thinklabs Limited. With its registered office at 1- Kha -18, Jawahar Nagar, Jaipur, Rajasthan, India, Innovana Fitness brought the franchise of Anytime Fitness to Jaipur.

Innovana Fitness Labs Limited is a leading name in the fitness industry with its fitness centers all over India. By adopting a customer centric approach and offering unmatched facilities and services, Innovana Fitness aims to make fitness accessible and affordable for all.

- **INNOVANA ASTRO SERVICES LIMITED**

Innovana Astro Services Limited, established in 2020 is a wholly owned subsidiary of Innovana Thinklabs Limited, having its registered office at 1- Kha -18, Jawahar Nagar, Jaipur, Rajasthan, India.

Innovana Astro Services Limited has digitized the world of Astrology & other forms of fortune telling by creating platforms and applications that enable users to connect with renowned Astrologers anytime and from anywhere. By associating with acclaimed Astrologers, Psychics & Tarot Readers, we ensure the users get accurate Astrological services from the best, right at their fingertips. The products created by Innovana Astro Services Limited are trusted by more than 10 million people who are using our Astrology as well as Tarot reading app on a daily basis.

- **INNOVANA INFRASTRUCTURE LIMITED**

Innovana Infrastructure Limited is a wholly owned subsidiary of Innovana Thinklabs Limited. Incorporated in the year 2020, Innovana Infrastructure has its registered office at 1- Kha -18, Jawahar Nagar, Jaipur, Rajasthan, India.

Innovana Infrastructure Limited is a real-estate development company and has marked its presence in this industry in a short span of time with 2 projects nearing completion and few more in the pipeline. The team comprises acclaimed architects, a large construction workforce, and interior designers who work together to create homes which are of the highest standards & affordable, as well.

- **I SOLVE SOFTWARE SERVICES LIMITED**

I Solve Software Services Limited is a wholly-owned subsidiary of Innovana Thinklabs Limited. Incorporated in the year 2021 with its registered office at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar, Moti Dungri Vistar Yojana, Jaipur, Rajasthan, India.

I Solve Software Services is a software development organization and a software services provider. This company creates and develops software and utility tools for Mac which are loved by millions of users for their design, simplicity and application.

A separate statement containing the salient features of financial statements of all the subsidiaries of the Company forms a part of consolidated financial statements in compliance with Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the financial statements of the subsidiary are available for inspection by the members at the Registered Office of the Company during business hours on all days except Saturday, Sundays and Public holidays up to the date of Annual General Meeting. ('AGM').

The financial statements including the consolidated financial statements and all other documents required to be attached to this report have been uploaded to the website of the Company [www.innovanathinklabs.com](http://www.innovanathinklabs.com). The Company has formulated a policy for determining the material subsidiaries. The policy may be accessed on the website of the Company.

#### CHANGE IN THE NATURE OF INTEREST, IF ANY:

In pursuance to Section 134(3) (l) of the Act, no material changes and commitments have occurred after the closure of the financial year to which the financial statements relate till the date of this report, affecting the financial position of the Company.

**DIVIDEND**

During the financial year under review, your directors have not recommended any dividend to the shareholders of the Company.

**AMOUNTS TRANSFERRED TO RESERVES:**

Pursuant to provisions of Section 134(1) (j) of the Companies Act, 2013, the company has not proposed to transfer any amount to the General Reserve account of the company during the year under review.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The Company has not transferred any funds to the Investor Education and Protection Fund (IEPF) as the amount in the Unpaid Dividend Account is not yet due for transfer and amount lying in unpaid dividend not due for transfer to IEPF.

**DEPOSITS**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under

**DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

During the year under Review, the following changes occurred in the position of Directors/KMP of the Company.

In compliance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, the composition of the Board of Directors and Key Managerial Personnel are as follows:

S.No.	Board of Directors	DIN	Designation
1.	Chandan Garg	06422150	Chairman cum Managing Director & CEO
2.	Kapil Garg	07143551	Whole Time Director
3.	Swaran Kanta	07846714	Non-Executive Director
4.	Narendra Kumar Garg*	08640447	Executive – Director
5.	Riya Sharma	09213476	Non-Executive Independent Director
6.	Arvind Kumar Sharma	01417904	Non-Executive Independent Director
7.	Hemant Koushik	08853746	Non-Executive Independent Director

\*Resigned from 02/07/2024

The Company also consists of the following Key Managerial Personnel

S.No.	Name of the KMP	PAN	Designation
1.	Sanjeev Mittal	ADYPM5504E	Chief Financial Officer
2.	Vasu Ajay Anand	BZKPA4436L	Company Secretary & Compliance officer

On the basis of representations received from the Directors, none of the Directors of the Company are disqualified as per Sec.164(2) of the Companies Act, 2013 and rules made thereunder or any other provisions of the Companies Act, 2013. The Directors have also made necessary disclosures as required under provisions of Sec. 184(1) of the

Companies Act, 2013. All members of the Board of Directors and senior management personnel affirmed compliance with the Company's Code of Conduct policy for the financial year 2023-24.

All Independent Directors of the Company have given a declaration under Sec.149(7) of the Act, that they meet the criteria laid down in Sec. 149(6) of the Act. The Board is of the opinion that all the Independent Directors of the Company possess the requisite qualifications, experience and expertise including proficiency in their respective fields of study. Further, their names are included in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Sec.150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In compliance with Schedule IV of the Companies Act, 2013 a meeting of the Independent Directors of the Company was held during the year. The evaluation process for the Board of Directors pertaining to the Financial Year 2023-24 has been carried out and the same was shared with the Chairman of the Company and Nomination and Remuneration Committee of the Board.

#### CHANGES IN DIRECTOR AND KEY MANAGERIAL PERSONNEL

During the year, Mr. Narendra Kumar Garg (DIN: 08640447) resigned from his position as Director on July 2, 2024.

#### RETIREMENT BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Article of Association of the Company Mr. Kapil Garg (DIN: 07143551) is liable to retire by rotation and being eligible, seek re-appointment at the ensuing Annual General Meeting. The board of Directors recommends his re-appointment, Mrs. Kapil Garg is not disqualified under section 164 (2) of the Companies Act, 2013.

A brief resume of the Director proposed to be appointed/reappointed, the nature of her experience in specific functions an area and number of public companies in which he holds membership/chairmanship of Board and Committee, shareholding and inter se relationships with other directors as stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Annexure to Notice of AGM' forming part of Annual Report

#### MEETINGS OF THE BOARD OF DIRECTORS

Details of Board Meeting

S.no	Meeting Date	Board Strength	No. of Directors present
1	29/05/2023	7	6
2	28/07/2023	7	6
3	05/09/2023	7	5
4	08/11/2023	7	6
5	02/02/2024	7	5
6	12/02/2024	7	6
7	27/02/2024	7	6

#### BOARD EVALUATION

Pursuant to Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134(3)(p) of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board adjudged the performance of the individual director, excluding the presence of the individual director being adjudged in the meeting.



**AUDITORS AND AUDIT REPORT****Statutory Auditors and their Report**

The company at its 06<sup>th</sup> Annual General Meeting held in the year 2020-21, appointed M/s Amit Ramakant & Co., Chartered Accountants (Firm Registration Number 009184C), Jaipur, as Statutory Auditors, for a period of five years i.e. till 10<sup>th</sup> Annual General Meeting of the company. As per the provisions of Section 40 of the Companies (Amendment) Act, 2017 there is no requirement for ratification of the appointment of Statutory Auditor at every Annual General Meeting of the Company and therefore, it is not required to ratify the appointment every year.

The Report of Statutory Auditor M/s Amit Ramakant & Co., Chartered Accountants, on financial statements, for the year ended 31<sup>st</sup> March 2024, does not contain any qualification, reservation, adverse remark, disclaimer or observations. The report is self-explanatory and do not call for any further clarification. No fraud has been reported by the Auditor.

**Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s ABHISHEK GOSWAMI & CO. Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year 2023-24. Their report in Form MR-3 for the financial year ended March 31, 2024, is provided as Annexure to the report.

**Internal Auditor**

Pursuant to the provision of Section 138 of the Companies Act, 2013 and rules made thereunder, the Board has appointed M/s Jindal Ashok & Co., Chartered Accountants, as an Internal Auditor of the Company for financial year 2023-24 and they have completed and submitted the internal audit report for the period as per the scope defined by the Audit Committee.

**CHANGES IN THE SHARE CAPITAL, IF ANY**

There is no change in the share capital during the year.

**ANNUAL RETURN**

The details forming part of the Extract of the Annual Return as on 31<sup>st</sup> March 2024 in Form MGT-9 in In terms of Section 92(3) of the Companies Act, 2013, the Annual Return of the Company is available on the website of the Company at link [www.innovanathinklabs.com](http://www.innovanathinklabs.com)

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings, and outgo etc. are furnished in "**Annexure A**" which forms part of this Report.

**DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014**

The Statement required pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms a part of this Report and the same is attached as per **Annexure - B**.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis form an integral part of this Report and is annexed as **Annexure -C** which gives details of the overall industry structure, economic developments, performance, and state of affairs of the Company's various businesses.

## DIRECTOR RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year.
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and was operating effectively.
- They had devised proper systems to ensure Compliance with the provisions of all the applicable laws and that such systems are adequate and operating efficiently.

## COMMITTEE OF THE BOARD

Presently, the board has four (4) committees i.e Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee, and CSR Committee, consultation of which are given below: - Committee details are mentioned as on 31<sup>st</sup> March 2024.

### (I) Audit Committee:

S. No	Name	Designation in Company	Designation in Committee
1	Mr. Hemant Koushik	Non-Executive Independent Director	Chairman
2	Mrs. Riya Sharma	Non-Executive Independent Director	Member
3	Mr. Chandan Garg	Chairman & Managing Director	Member

### (II) Shareholder's Grievance Committee:

S. No	Name	Designation in Company	Designation in Committee
1	Mr. Arvind Kumar Sharma	Non-Executive Independent Director	Chairman
2	Mrs. Riya Sharma	Non-Executive Independent Director	Member
3	Mr. Hemant Koushik	Non-Executive Independent Director	Member

### (III) Nomination & Remuneration Committee:

S. No	Name	Designation in Company	Designation in Committee
1	Mr. Hemant Koushik	Non-Executive Independent Director	Chairman
2	Mr. Arvind Kumar Sharma	Non-Executive Independent Director	Member
3	Mrs. Riya Sharma	Non-Executive Independent Director	Member

### (IV) CSR Committee

S. No	Name	Designation in Company	Designation in Committee
1	Mrs. Riya Sharma	Non-Executive Independent Director	Chairman
2	Mr. Arvind Kumar	Non-Executive Independent Director	Member

	Sharma		
3	Mr. Hemant Koushik	Non-Executive Independent Director	Member

#### Committees of the Board

- Audit Committee

Your Directors have constituted the Audit Committee in accordance with Sec. 177 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014

S.no	Meeting Date	Board Strength	No. of Directors present
1	29/05/2023	3	3
2	28/07/2023	3	3
3	08/11/2023	3	3
4	12/02/2024	3	3

- Corporate Social Responsibility Committee

Your Directors have constituted the Corporate Social Responsibility Committee in accordance with Sec. 135 of the Companies Act, 2013

S.no	Meeting Date	Board Strength	No. of Directors present
1	29/08/2023	3	3
2	12/02/2024	3	3

- Stakeholders' Relationship Committee

Your Directors have constituted the Corporate Social Responsibility Committee in accordance with Sec. 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S.no	Meeting Date	Board Strength	No. of Directors present
1	12/02/2024	3	3

- Nomination and Remuneration Committee

Your Directors have constituted the Nomination and Remuneration Committee in accordance with Sec. 178 of the Companies Act, 2013.

S.no	Meeting Date	Board Strength	No. of Directors present
1	08/11/2023	3	3
2	12/02/2024	3	3

#### DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANY

The Company has 6 Subsidiaries as on March 31, 2024. There are 2 (Two) associate Companies within the meaning of Section 2 (6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiaries. Details are annexure in **Annexure D** Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013 a statement containing the salient features of the Company's subsidiaries in Form AOC-1 is attached to the financial statement of the Company



S. No	Name and address of the Company	CIN/ Date of Incorporation	Holding/ Subsidiary Company	% of Shares Held	Applicable Section
01	INNOVANA TECHLABS LIMITED Unit No. 407, 4th Floor, Signature Bldg Block 13B, ZONE-I, GIFT SEZ Gandhinagar GJ 382355 IN	U72900GJ2017PLC 100237 21/12/2017	Subsidiary Company	100	2 (87) (ii)
02	INNOVANA FITNESS LABS LIMITED 1- Kha 18 Jawahar Nagar Jaipur RJ 302004 IN	U74999RJ2019PLC 067526 25/12/2019	Subsidiary Company	71.19	2 (87) (ii)
03	INNOVANA INFRASTRUCTURE LIMITED 1- Kha 18 Jawahar Nagar Jaipur RJ 302004 IN	U72100RJ2020PLC 068098 04/02/2020	Subsidiary Company	100	2 (87) (ii)
04	INNOVANA GAMES STUDIO LIMITED 1-Kha-17 Jawahar Nagar Jaipur RJ 302004 IN	U72900RJ2020PLC 069653 17/07/2020	Subsidiary Company	100	2 (87) (ii)
05	INNOVANA ASTRO SERVICES LIMITED 1-Kha -18 Jawahar Nagar Jaipur RJ 302004 IN	U93090RJ2020PLC 069579 15/07/2020	Subsidiary Company	100	2 (87) (ii)
06	I SOLVE SOFTWARE SERVICES LIMITED Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Dungri Vistar Yojna Jaipur RJ 302004 IN	U74999RJ2021PLC 076947 12/09/2021	Subsidiary Company	100	2 (87) (ii)
07	LAXO MEDICARE PRIVATE LIMITED First Floor, Plot No. 87, Tagor Nagar Ajmer Road Jaipur Rj 302015 IN	U74900RJ2018PTC 061030 25/04/2018	Associate Company	35	2 (6)
08	BIZ 365 TECH PRIVATE LIMITED 828, Frontier Colony, Adarsh Nagar Na Jaipur Rj 302004 In	U72900RJ2021PTC 078358 26/11/2021	Associate Company	30	2 (6)
09	ADCOUNTY MEDIA INDIA LIMITED First Floor, D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park,, Jawahar Nagar, Jaipur, Jaipur, Rajasthan, India, 302004	U93000RJ2017PLC 057939 03/05/2017	Associate Company	25	2 (6)

#### RELATED PARTY TRANSACTIONS

Innovana has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. Pursuant to the provisions of Section 188 of the Act read with Rules issued there

under and Regulation 23 of the listing regulations all contracts / transactions / arrangements entered by the Company during the financial year with the related parties were in ordinary course of business and on an arm's length basis.

During the financial year 2023-24, all transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are of repetitive nature. The transactions entered into pursuant to the omnibus approval so granted along with a statement giving details of all related party transactions was placed before the Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of the same. The Company has made transactions with related parties pursuant to Section 188 of the Act.

The Particulars of material contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in the Form AOC-2 is annexed herewith as **Annexure-E**.

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Particulars of Loans & guarantees given, investments made and securities provided covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in the Annual Report. Details annexure in **Annexure F**.

#### CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year and the Annual Report on CSR Activities are set out in the **Annexure G** of this Report.

#### WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

The company has framed a Whistle Blower Policy/ Vigil Mechanism providing a mechanism under which an employee/ director of the company may report a violation of personnel policies of the company, unethical behavior, suspected or actual fraud or violation of the code of conduct. The vigil Mechanism ensures standards of professionalism, honesty, integrity and ethical behavior. The Whistle Blower Policy/ Vigil Mechanism is uploaded on the Company's website: [www.innovanathinklabs.com](http://www.innovanathinklabs.com).

#### DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, AND REDRESSAL) ACT, 2013

In accordance with the provision of the Sexual Harassment of Women at the Workplace (prevention, prohibition and Redressed) Act, 2013 internal complaints committee (ICC) has been set up to redress complaints. However, ICC has not received any complaint during the year.

1	No. of complaints received in the year	Nil
2	No of complaints were disposed off in the year	Nil
3	Cases pending for more than 90 days	N/A
4	No workshops and awareness programs were conducted in the year	1
5	Nature of action by the employer or District officer, if any	N/A

#### CORPORATE GOVERNANCE

The Equity Shares of the Company get listed on the SME platform (NSE-emerge) of NSE after the closure of the financial year. Further regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is not applicable to the Company listed on the SME platform (NSE- emerge) of NSE. Hence the Company is not required to disclose information as covered under Para (C), (D) and(E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.



#### MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

#### DISCLOSURE OF ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNAL

No order has been passed by any Regulator Court or Tribunal which can have an impact on the going concern status and the operations of the Company the in future.

#### LISTING FEES

The Company affirms that the annual listing fees for the year 2023-24 to the National Stock Exchange of India Limited (NSE) have been duly paid.

#### ACKNOWLEDGEMENT

The Directors of the Company wish to express their grateful experience to the continued cooperation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your directors also sincerely acknowledge the significant contribution made by all the employees through their dedicated service to the Company. Your directors look forward to their continued support.

Date: 05/09/2024

Place: JAIPUR

For and on behalf of the Board of Directors

**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**“ANNEXURE – A TO THE BOARD REPORT”**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pursuant to Section 134(3(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forms part of the Board of Directors’ Report for the year ended March 31, 2024

<b>(A) Conservation of energy</b>	
(i) the steps are taken or impact the conservation of energy	N.A.
(ii) the steps taken by the company for utilizing alternate sources of energy	
(iii) the capital investment in energy conservation equipment	
<b>(B) Technology absorption</b>	
(i) the efforts made toward technology absorption	The Company has not imported any technology during the year.
(ii) the benefits derived like product improvement, cost reduction, product development, or import substitution	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) <ul style="list-style-type: none"> <li>a) the details of technology imported;</li> <li>b) the year of import;</li> <li>c) whether the technology has been fully absorbed;</li> <li>d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and</li> </ul>	
(iv) the expenditure incurred on Research and Development	
<b>(C) Foreign exchange earnings and Outgo (In Lakhs)</b>	
The Foreign Exchange earned in terms of actual inflows during the year and	INFLOW: INR. 4,851.33
The Foreign Exchange outgo during the year in terms of actual outflows.	OUTFLOWS: INR. 26.32

Date: 05/09/2024  
Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**“ANNEXURE – B TO THE BOARD REPORT”**

**Disclosure of the Remuneration of the Managerial Personnel**

Pursuant to section 197(12) of The Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The percentage increase in the remuneration of each Director and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company:

S.no	Particulars	Disclosure	
		Name of Directors/ KMP	Ratio
1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the years 2023-24;	Chandan Garg -Managing Director	25.93
		Kapil Garg - Whole Time Director	12.10
		Swaran Kanta – Non-Executive Director	2.59
		Narendra Kumar Garg- Director	2.59
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year 2023-24	Chandan Garg - Managing Director	-
		Kapil Garg - Whole time Director	23.50%
		Swaran Kanta – Non-Executive Director	-
		Narendra Kumar Garg – Executive Director	-
		Sanjeev Mittal - Chief Financial Officer	20%
	Vasu Ajay Anand – Company Secretary & Compliance office	31.53%	
3.	The percentage increase in the median remuneration of employees in the financial year 2023-24	(3.37)	
4.	The number of permanent employees on the rolls of the Company as on March 31, 2024	133 number of Employees	
5.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year 2022-23 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	3.69%	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration paid during the year 2023-24 is as per the Remuneration Policy of the Company.	

Date: 05/09/2024

Place: JAIPUR

For and on behalf of the Board of Directors

**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551

## **ANNEXURE “C” THE BOARD REPORT** **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INTRODUCTION:**

known as MDAR is the communication straight from the management to their valued shareholders giving them insights into the present business conditions of the company and its future potential. It gives a bird’s eye view about the Company’s objective, predictions and forward-looking statements. This report is an integral part of the Boards’ Report. Aspects on industry structure and developments, opportunities and threats, outlook, risks, internal control systems and their adequacy, material developments in human resources and industrial relations have been covered in this Report.

Company’s financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values as per the provisions of the Companies Act, 2013 (“the Act”) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and relevant amendments Rules issued thereafter.

Our values and guiding principle have been woven around seven major aspects which are evidently visible in all the activities performed by the Company i.e. Customer Satisfaction, Innovation, Quality Product and Service, Employee Growth, Culture, Being Sensitive towards Society and Environment Protection. This guiding principle is now the culture of the organization and ensures that both internal and external customers are satisfied.

### **ECONOMIC OVERVIEW**

The global economy has faced significant challenges since 2020, with the information technology (IT) industry experiencing its own set of impacts due to these events. Three major factors have shaped the current landscape:

1. **Pandemic-Induced Contraction:** The COVID-19 pandemic led to a global economic slowdown, affecting IT investments and causing disruptions in supply chains. However, it also accelerated digital transformation across industries as businesses quickly adopted remote work technologies, cloud computing, and cybersecurity solutions. This surge in demand for IT services partially offset the economic contraction but also introduced new challenges, such as supply chain constraints for hardware components.
2. **Geo-Political Developments in Eastern Europe:** The geopolitical tensions, particularly the conflict in Eastern Europe, have had far-reaching consequences, including a global surge in inflation. For the IT industry, this has resulted in increased costs for materials, energy, and transportation, impacting operational costs. Additionally, the disruption in Eastern European markets, which are significant for IT services and product development, has led to shifts in global supply chains and the reallocation of resources.
3. **Central Bank Interest Rate Hikes:** In response to rising inflation, central banks across major economies have implemented interest rate hikes, leading to tighter financial conditions. For the IT industry, this has translated into reduced access to capital, higher borrowing costs, and a more cautious approach to expansion and investment. Startups and smaller IT firms, in particular, have faced challenges in securing funding, which has slowed innovation and growth in certain segments of the industry.

The combined impact of these factors is expected to continue influencing the IT industry in the near future. According to the IMF’s January 2023 report, global growth is projected to slow from 3.4% in 2022 to 2.9% in 2023, and slightly recover to 3.1% in 2024. This slowdown, alongside monetary policy tightening, is likely to curb demand for IT products and services. While the cooling of inflation and demand is a sign that the worst may be over, the full impact on the IT sector will likely be felt well into 2024.

### **Domestic Economy - India will continue as the fastest growing major economy**

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging recovery in FY 2022-23 ahead of many nations. RBI in its Monetary Policy announcement during February 2023 projected 7% GDP growth for FY 2022-23. These optimistic growth forecasts stem in part from the resilience of the Indian economy seen in the rebound of private consumption seamlessly replacing the export stimuli as the leading driver



of growth. The uptick in private consumption has also given a boost to production activity resulting in an increase in capacity utilization across sectors. The rebound in consumption was facilitated by the near universal vaccination coverage overseen by the government that brought people back to the streets.

The growth rate reflects the strong fundamentals of our economy as it has emerged as the fastest-growing major economy in spite of the fact that India has also faced the challenge of reining in inflation as the Central Bank has taken measures on the policy fronts to manage the inflationary pressure. The RBI also projected the economic growth slow down to 6.4% in FY 2023-24, citing risks from geo-political tension and tightening global financial conditions.

### **INDUSTRIAL STRUCTURE AND DEVELOPMENTS**

The Information Technology (IT) industry is experiencing robust growth, driven by advancements in cloud computing, the Internet of Things (IoT), and cybersecurity innovations. The global IT market, valued at approximately \$8.5 trillion in 2023, is projected to reach over \$12.4 trillion by 2028, with a CAGR of 8.3%. This expansion is fueled by the increasing adoption of digital transformation, smart city initiatives, and AI-driven business solutions. Companies are focusing on open-source platforms, next-generation language models, and sustainable IT practices to maintain competitive advantage in this rapidly evolving landscape.

For example, as companies continue to adopt cloud-based data storage and IoT devices, the demand for IT infrastructure and services is expected to rise significantly. This trend is particularly evident in the Asia-Pacific region, which leads the global IT market, followed by North America.

Thus, the IT industry's growth trajectory aligns with global technological advancements, positioning it as a critical driver of future economic development.

### **FUTURE BUSINESS PROSPECTS:**

As technology continues to advance at an exponential rate, the demand for innovative and cutting-edge software solutions is only expected to grow. From small startups to large corporations, organizations would require Software to improve efficiency, enhance customer experience, and streamline processes. This reliance will continue to drive the demand for software development services. AI, or artificial intelligence, is a rapidly expanding area that holds immense potential and as a core Software Development Company, we are increasingly leveraging this technology to create Applications in Metaverse, enhance decision-making, and improve overall efficiency of our existing products & processes. Cloud computing, mobile app development, IoT (Internet of Things), and blockchain are among the key areas that are bound to shape the future of software engineering and we are well ahead in terms of the usage and implementation of these technologies in our Company.

### **OPPORTUNITIES AND THREATS:**

#### **Opportunities**

- Rapid digital transformation across industries
- Expansion of cloud computing services
- Growth in artificial intelligence and machine learning
- Increasing integration of IoT (Internet of Things)
- Rising demand for cybersecurity solutions
- Global expansion and outsourcing opportunities
- Growth of e-commerce and fintech industries

#### **Threats**

- Rapid technological advancements leading to obsolescence
- Intense competition in the global market
- Cybersecurity threats and data breaches
- Regulatory changes and compliance requirements

- Shortage of skilled IT professionals
- Fluctuations in foreign exchange rates affecting global operations
- Intellectual property theft and piracy risks

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

Operational performance of the Company can be obtained from the various following ratio analysis.

- Debtor Turnover Ratio is 14.68 times
- Interest Coverage Ratio is 96.57 times
- Current Ratio is 2.65 times
- Debt to Equity Ratio is 0.05 times
- Operating Profit Margin Ratio is 83.99 percentage
- Net Profit Margin Ratio is 62.50 percentage

#### **RISKS AND CONCERNS**

We believe that great things never come from comfort zones and so, we are constantly working on way to do things better every single moment. The Company is impacted by the change in the business environment both within the Country and globally and this necessitates continuous evaluation. In the current scenario of competitive business environment and open economy across the world, no Company can imagine risk free business environment.

Your Company is proactively taking steps to identify and monitor the risk and make efforts to mitigate significant risks that may affected. The Board of Directors and Senior Management is continuously and carefully monitoring the risks and concerns related to the business for example: macroeconomic factors, foreign exchange fluctuation, geographical concentration, change in the Government policies and legislation, increase in the raw material prices etc. The Company has also taken several insurance policies to mitigate other risks and concerns of the Company.

#### **INTERNAL CONTROLS AND THEIR ADEQUACIES:**

An internal control system requires proper documentation of policies, procedures, and controls implemented within the organization. This helps ensure consistency, clarity, and visibility of controls to relevant personnel and external stakeholders. They have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. We adopt a comprehensive approach that addresses various aspects like segregation of duties, authorization processes, physical safeguards, IT controls, risk management, documentation, and compliance which is crucial for the effective implementation of internal controls within organization.

#### **OUTLOOK:**

The outlook of the Company is promising as we strive to lead the way in software development and application development in the coming years. **Innovana Thinklabs Limited** is committed to staying at the forefront of technological advancements and creating unique solutions for our customers. We anticipate a significant rise in the adoption of emerging technologies such as artificial intelligence, which would present opportunities for us to develop highly customized and transformative software solutions for our customers.

There are no major risks and concerns except economic fluctuations, increasing demand for IT personnel leading to higher recruitment costs and growing competition. With appropriate risk-mitigation strategies and measures in place, the Company will continue to have a stable standing in the market which is to be supplemented by business plans and review mechanisms.

#### **HUMAN RESOURCES DEVELOPMENT:**

We place great importance on the development of our human resources. We believe that continuous learning and growth are crucial for both individual employees and the overall success of our organization. We offer a wide range of training programs to enhance employees' technical skills, leadership abilities, and professional development. These programs are designed to address both immediate and future needs and are frequently updated to keep up



with the evolving industry trends. Also, we provide access to various learning resources, such as online courses, webinars, and conferences, to encourage continuous learning and professional growth. Employees are encouraged to stay updated with the latest industry trends and technologies to excel in their respective roles. We have a robust performance management system in place that includes regular feedback, goal setting, and performance evaluations. This helps employees identify their areas of growth and improvement and provides them with the necessary support and resources to reach their full potential.

#### CAUTIONARY STATEMENT

Statement in the Management Discussion and Analysis and Directors Report describing the Companies strengths, objectives, strategies, projection and estimate are forward looking and progressive within the meaning of all applicable laws and regulation. Actual results may vary depending upon the various aspects of the economic such as government policies, rules and regulations, economic conditions and other incidental factors. Important factors that could make a difference to our Company's operations include raw material availability and prices, cyclical demand and pricing in our principal markets, changes in government regulations, tax regimes, economic developments within India and outside the countries in which we conduct business and other incidental factors. Management will not be in any way responsible for the actions taken based on such statements.

Date: 05/09/2024  
Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**ANNEXURE “D” THE BOARD REPORT**

**Form AOC-1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part “A”: Subsidiaries**

Sl. No.	Particulars	Details						(In Lacs)
		INNOVANA TECHLABS LIMITED	INNOVANA FITNESS LABS LIMITED	INNOVANA INFRASTRUCTURE LIMITED	INNOVANA GAMES STUDIO LIMITED	INNOVANA ASTRO SERVICES LIMITED	I SOLVE SOFTWARE SERVICES LIMITED	
1.	Name of the subsidiary							
2.	Reporting period for the subsidiary, if different from the holding company’s period	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2024	
3.	Reporting currency and Exch. rate as on the last date of the F.Y in the case of foreign Subsidiaries	NA	NA	NA	NA	NA	NA	
4.	Share capital (Paid-up)	1	7.02	5	5	5	5	
5.	Reserves & surplus	5,384.89	1061.29	-8.85	-4.74	12.88	-3.85	
6.	Total assets	5,668.58	3,999.03	2,088.12	8.14	704.91	2.38	
7.	Total Liabilities	282.69	2,930.72	2,091.97	7.88	687.03	1.23	
8.	Investments	2,392.30	0	3	0	0	0	
9.	Turnover	2,140.36	1,607.33	562.01	0	2147.6	0.25	
10.	Profit before taxation	983.21	312.50	-1.71	-0.21	-19.91	-0.81	
11.	Provision for taxation	108.15	548	0.6	0	0	0	
12.	Profit after taxation	875.05	257.7	-1.10	-0.21	-19.91	-0.81	
13.	Proposed Dividend	0	0	0	0	0	0	
14.	% of shareholding	100	71.19	100	100	100	100	

**ANNEXURE “D” THE BOARD REPORT**

**Form AOC-1**

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part “B”: Associate Companies**

Sl. No.	Particulars	Details	Details	Details
1.	Name of the Associate	LAXO MEDICARE PRIVATE LIMITED	BIZ 365 TECH PRIVATE LIMITED	Adcounty Media India Limited
2.	Latest audited Balance Sheet Date	As on 31 <sup>st</sup> March 2024	As on 31 <sup>st</sup> March 2024	As on 31 <sup>st</sup> March 2024
3.	Shares of Associate held by the Company on the year end			
	Number	5385	42855	2500
	Extent of Holding %	35.00	30.00	25.00
4.	Description of how there is significant influence	Associate	Associate	Associate
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet	(178.62)	(1.53)	2026.35
6.	Profit/(Loss) for the year (Rs. In Lakhs)	(43.21)	(24.66)	818.44
	Considered in Consolidation	Yes	Yes	Yes

Date: 05/09/2024  
Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**ANNEXURE “E” THE BOARD REPORT**

**Form No. AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of Particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

S. No.	Related parties	Nature of relation
1.	Chandan Garg	Managing Director
2.	Kapil Garg	Whole Time Director
3.	Swaran Kanta	Non-Executive Director & Relative of KMP
4.	Riya Sharma	Independent Director
5.	Hemant Koushik	Independent Director
6.	Arvind Kumar Sharma	Independent Director
7.	Narendra Kumar Garg	Executive Director
8.	Sanjeev Mittal	Chief Financial Officer
9.	Vasu Ajay Anand	Company Secretary
10.	Nancy	Relative of KMP
11.	Akash Bansal	
12.	Alka Mittal	
13.	Priyanka Bansal	
14.	Vartika Dangayach	
15.	Innovana Techlabs Limited	Wholly Owned Subsidiary Company
16.	Innovana Fitness Labs Limited	Subsidiary Company
17.	Innovana Infrastructure Limited	Wholly Owned Subsidiary Company
18.	Innovana Astro Services Limited	Wholly Owned Subsidiary Company
19.	Innovana Games Studio Limited	Wholly Owned Subsidiary Company
20.	I Solve Software Services Limited	Wholly Owned Subsidiary Company
21.	S.C Digital Protection Services S.R.L	KMP-Related Foreign Company
22.	Bit Guardian GmbH	KMP-Related Foreign Company
23.	Laxo Medicare Private Limited	Associates Company
24.	Adcounty Media India Limited	Associates Company
25.	Biz 365 Tech Private Limited	Associates Company

**Details of contracts or arrangements or transactions not at Arm’s length basis.**

The Company has not entered into any transactions during the year that were not on an arm's length basis.

**Details of contracts or arrangements or transactions at Arm’s length basis:**

S. No.	Name of Related Party	Nature of relationship	Nature of transaction	Amount as on 31 <sup>st</sup> March 2024	Amount as on 31 <sup>st</sup> March 2023
1.	Chandan Garg	Managing Director	Remuneration	1,20,00,000	1,06,50,000
2.	Kapil Garg	Whole Time Director	Remuneration	56,00,000	45,51,000
3.	Nancy	Relative of Director	Salary	24,70,000	19,20,000

4.	Narendra Kumar Garg	Executive Director	Remuneration	12,00,000	12,00,000
5.	Swaran Kanta	Non-Executive Director	Remuneration	12,00,000	12,00,000
6.	Vartika Dangayach	Relative of Director	Salary	12,00,000	12,00,000
7.	Alka Mittal	Relative of KMP	Salary	7,10,000	6,00,000
8.	Chandan Garg	Managing Director	Lease Rent	40,35,152	39,69,000
9.	Sanjeev Mittal	Chief Financial Officer	Salary	12,00,000	-
10.	Vasu Ajay Anand	Company Secretary and Compliance officer	Salary	7,80,000	5,93,000
11.	Innovana Astro Services Limited”	Wholly Owned Subsidiary Company	Rent Received	1,80,000	1,80,000
12.	Innovana Infrastructure Limited	Wholly Owned Subsidiary Company	Rent Received	1,80,000	1,80,000
13.	I Solve Software Services Limited	Wholly Owned Subsidiary Company	Rent Received	90,000	1,80,000
14.	Adcounty Media India Pvt Ltd	Associate	Rent Received	40,000	0
15.	Innovana Infrastructure Limited	Wholly Owned Subsidiary Company	Purchase	50,00,000	80,50,000
16.	Innovana Fitness Labs Limited	Wholly Owned Subsidiary Company	Purchase	3,25,00,000	1,50,00,000
17.	Innovana Techlabs Limited	Wholly Owned Subsidiary Company	Purchase	-	2,42,92,476
18.	Chandan Garg	Managing Director	Interest Exp	2,79,160	9,13,954
19.	Innovana Techlabs Limited	Wholly Owned Subsidiary Company	Interest Income	2,42,496	56,36,920
20.	Innovana Techlabs Limited	Wholly Owned Subsidiary Company	Interest Exp	1,12,014	-
21.	Innovana Infrastructure Limited	Wholly Owned Subsidiary Company	Interest Income	1,23,11,560	1,14,73,502
22.	Innovana Astro Services Limited”	Wholly Owned Subsidiary Company	Interest Income	16,53,077	7,73,625
23.	Innovana Fitness Labs Limited	Wholly Owned Subsidiary Company	Interest Income	1,22,07,858	1,07,85,036
24.	Laxo Medicare Pvt Ltd	Associate	Interest Income	43,88,758	28,61,628
25.	S. C DIGITAL PROTECTION SERVICES S.R.L	Substantial interest of Director	Sale	6,83,29,784	11,98,34,450
26.	Bit Guardian GMBH	Substantial interest of Director	Sale	9,63,33,138	7,70,41,410

Date: 05/09/2024  
Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**ANNEXURE “F” THE BOARD REPORT**

Particulars of loans, Guarantee and Investment under section 186 of the companies act 2013:

S. No	Particular	Nature of transaction	Amount as on 31 <sup>st</sup> March 2024	Amount as on 31 <sup>st</sup> March 2023
1	Investment in shares of “Innovana Techlabs Limited”	Investment	1,00,000	1,00,000
2	Investment in shares of “Innovana Fitness Labs Limited”	Investment	5,00,000	5,00,000
3	Investment in shares of “Innovana Infrastructure Limited”	Investment	5,00,000	5,00,000
4	Investment in Share of Innovana Astro Services Limited	Investment	5,00,000	5,00,000
5	Investment in Share of Innovana Games Studio Limited	Investment	5,00,000	5,00,000
6	Investment in Share of I Solve Software Services Limited	Investment	5,00,000	5,00,000
7	Investment in LAXO MEDICARE PRIVATE LIMITED	Investment	3,00,05,220	3,00,05,220
8	Investment in BIZ 365 TECH PRIVATE LIMITED	Investment	1,49,99,250	1,29,99,350
9	Investment in Adcounty Media India Pvt Ltd	Investment	4,43,90,000	-
10	Loan to Subsidiary company “Innovana Fitness Labs Limited”	Loan	12,03,48,931	17,12,46,881
11	Loan to Subsidiary company “Innovana Infrastructure Limited”	Loan	16,25,95,643	16,78,77,111
12	Loan to Subsidiary company “Innovana Astro Services Limited”	Loan	15,68,036	2,99,69,244
13	Loan to Subsidiary company “Innovana Games Studio Limited”	Loan	7,71,444	7,71,444
14	Loan to LAXO MEDICARE PRIVATE LIMITED	Loan	5,12,13,130	4,47,63,249

Date: 05/09/2024  
Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551

**ANNEXURE “G” THE BOARD REPORT**

**Annual Report on CSR Activities to be included in the Board's Report for Financial Year**

1. Brief outline of the CSR Policy of the Company

The Company has a long and cherished tradition of commendable initiatives, institutionalized programmes and practices of Corporate Social Responsibility which have played a laudable role in the development of several underdeveloped people

**CSR Policy of the Company:**

Our CSR activities broadly framed to steer the identification, prioritization, implementation, monitoring and evaluation of the Financial, Natural, Social, Human and Physical capitals, and the initiatives to prevent, off set or proactively address them, as appropriate and are essentially guided by project-based approach in line with the guidelines issued by the Ministry of Corporate Affairs of the Government of India.

During the financial year the Company has done CSR activities in promoting health care including environmental sustainability, Promoting Education, Skill India, Promoting Rural Sports and Nationally recognized sports and other projects in Rural areas etc.

**CSR Policy:**

The CSR policy is placed on website: <https://www.innovanathinklabs.com/Policy.aspx>

2. Composition of CSR Committee: As on 31<sup>st</sup> March 2024

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Riya Sharma	Independent Director	2	1
2	Arvind Kumar Sharma	Independent Director	2	2
3	Hemant Koushik	Independent Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [www.innovanathinklabs.com](http://www.innovanathinklabs.com).

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : Not Applicable  
Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NIL

5.

- Average net profit of the company as per section 135(5). Rs. 1,681.24 /- (In Lakhs)
- Two percent of average net profit of the company as per section 135(5): Rs. 33.62/- (In Lakhs)
- Surplus arising out of the CSR projects or program or activities of the previous financial years.
- Amount required to be set off for the financial year, if any: Not Applicable
- Total CSR obligation for the financial year (7a+7b-7c). Rs. 33.62/- (In Lakhs)

6.

- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 20 lakhs
- Amount spent in Administrative Overheads: Rs. NIL

- c) Amount spent on Impact Assessment, if applicable: Not Applicable  
d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs.33.62 lakhs  
e) CSR amount spent or unspent for the Financial Year: NIL

Total Amount Spent for the Financial Year. (thousand Rs.)	Amount Unspent (Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
Amount	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
33.62	-	-	-	-	-

Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Amount spent for the project (in Rs. ).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.
NIL							

(d) Amount spent in Administrative Overheads: NIL

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs Lacs)	Amount spent in the reporting Financial Year (in Rs Lacs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
NIL							

8. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Not Applicable

Date: 05/09/2024

Place: JAIPUR

For and on behalf of the Board of Directors  
**FOR INNOVANA THINKLABS LIMITED**

Registered office:  
Plot No. D-41, Patrakar Colony,  
Near Jawahar Nagar Moti Dungri Vistar Yojna,  
Raja Park-302004, Jaipur, Rajasthan

CHANDAN GARG  
Chairman & Managing Director  
DIN: 06422150

KAPIL GARG  
Whole Time Director  
DIN: 07143551



**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,  
The Members,  
Innovana Thinklabs Limited**

Plot No. D-41, Patrakar Colony, Near Jawahar  
Nagar Moti Dungri Vistar Yojna, Raja Park  
Jaipur- 302004, Rajasthan

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Innovana Thinklabs Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon. Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2024 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 (As amended by Finance Act, 2018) and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
  - (f) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
  - (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
  - (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (i) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993; **(Not applicable to the Company during the Audit Period)** and

As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

I have also examined compliance with the applicable provisions of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited (NSE Emerge-SME Platform) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

*Re-Appointment of Mr. Chandan Garg (DIN: 06422150) as Chairman & Managing Director of the company for a further period of 5 years with effect from October 01, 2023 and Mr. Kapil Garg (DIN: 07143551) as the Whole Time Director for a further period of 5 years with effect from October 01, 2023.*

Adequate notice is given to all Directors/ Members/Invitees to schedule the Board Meetings, Committee Meetings and General Meetings, along with its agenda and detailed notes on agenda were sent in advance as required and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of Board and Committee and General Meetings were carried with requisite majority.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.

**I further report that** during the audit period there were no other specific events/actions in pursuance of the above-referred laws, rules, regulations, guidelines etc. having a major bearing on the company affairs.

**Date: 05/09/2024**

**Place: Jaipur**

**FOR ABHISHEK GOSWAMI & CO.  
COMPANY SECRETARIES**

**CS ABHISHEK GOSWAMI  
Proprietor**

**M.NO. F12371| C.P. No.: 17057**

**UDIN: F012371F001149331**

**Note:** - This report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this report.

**Annexure A**

**To,**

**The Members,**

**INNOVANA THINKLABS LIMITED**

Plot No. D-41, Patrakar Colony, Near Jawahar

Nagar Moti Dungri Vistar Yojna, Raja Park

Jaipur- 302004, Rajasthan

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date: 05/09/2024**

**Place: Jaipur**

**FOR ABHISHEK GOSWAMI & CO.  
COMPANY SECRETARIES**

**CS ABHISHEK GOSWAMI  
Proprietor**

**M.NO. F12371| C.P. No.: 17057  
UDIN F012371F001149331**



**CEO AND CFO CERTIFICATE**

To  
The Board of Directors,  
Innovana Thinklabs Limited Jaipur

We Chandan Garg, Chairman and Managing Director & CEO and Sanjeev Mittal, Chief Financial Officer of INNOVANA THINKLABS LIMITED, hereby certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of my knowledge and belief.
  - (I) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
2. There are, to the best of Our knowledge and belief, no transactions entered into by the Company during the financial year 2023-24 fraudulent, illegal or violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which We are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that:
  - (I) Significant change in internal control over financial reporting during the year under reference;
  - (II) Significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
  - (III) Instance during the year of significant fraud of which I had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Chandan Garg.**  
**Chairman and Managing Director & CEO**  
**DIN: 06422150**

**Sanjeev Mittal**  
**Chief Financial Officer**

**Date: 15/05/2024**

**Place: Jaipur**



**Declaration for the Compliance with the Code of Conduct**

Declaration for Compliance with the Code of Conduct by confirm and declare that all the Directors of the Company and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct of the Company for the financial year ended March 31, 2024.

**Date: 05/09/2024**

**Place: Jaipur**

**CHANDAN GARG**

**Chairman & Managing Director**

**DIN: 06422150**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of Innovana Thinklabs Limited  
Report on the Audit of the Standalone Financial Statements

### **Opinion**

1. We have audited the accompanying Standalone Financial Statements of Innovana Thinklabs Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.  
We have determined that there is no key audit matter to be communicated in our report.

### **Other Information**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the Standalone Financial Statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and appropriate action as applicable under the relevant laws and regulations.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

8. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
  - (iii) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (iv) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (v) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (vi) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (vii) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - (viii) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
  - (ix) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
    - ii. The Company was not required to recognise a provision as at March 31, 2024 under the applicable law or accounting standards, as it did not have any material foreseeable losses on long-term contracts. The Company did not have any derivative contracts as at March 31, 2024.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Financial Statements, no funds have been advanced or loaned or invested (either from



borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the Financial Statements no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023 and the same has operated throughout the year for all relevant transactions recorded in software. Further, during the course of our audit we did not come across any instance of audit trail feature being tempered with.
15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**Amit Agarwal**

Partner

Membership Number: 077407

UDIN: 24077407BKFJWP4623

Place: Jaipur

Date: 15 May 2024



## **Annexure A to Independent Auditor's Report**

### **Report on the Internal Financial Controls with reference to Standalone Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to Standalone Financial Statements of Innovana Thinklabs Limited ("the Company") as of March, 31, 2024 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Standalone Financial Statements.

### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

6. A company's internal financial controls with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised

acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**Amit Agarwal**

Partner

Membership Number: 077407

UDIN: 24077407BKFJWP4623

Place: Jaipur

Date: 15<sup>th</sup> May 2024



**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 13 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

- i. In respect of the Property, Plant and Equipment:
  - (a) The Company is maintaining proper records showing full Particulars, including quantitative details and situation of property, plant and equipment.
  - (b) The property, plant and equipment were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
  - (d) The Company has chosen cost model for its Property, Plant and Equipment. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment does not arise.
  - (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- ii.
  - (a) The Company does not have any inventories during the year. Hence reporting under Clause 3 (ii) (a) of the Order to that extent are not applicable to the Company.
  - (b) During the year the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. Therefore, the question of our commenting on whether the Company has filed quarterly returns or statements with bank and financial institution are in agreement with the books of account of the Company does not arise.
- iii. According to the information and explanations given to us
  - (a) During the year, the Company has provided loans to companies, other parties as follows:

	<b>Guarantees (In Lacs)</b>	<b>Loans (In Lacs)</b>
Aggregate amount of loan granted/provided during the year (Net)		
- Subsidiaries	-	64.50
- Others	-	2.02
Balance outstanding as at balance sheet date in respect of		
- Subsidiaries	93.73	3,364.97
- Others	-	41.52

- (b) During the year, the terms and conditions of the grant of all loans to companies, parties are not prejudicial to the Company’s interest.
- (c) The Company has granted loans during the year to companies, other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

- (d) There are no amounts of loans granted to companies and other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) As disclosed in the standalone financial statements, the Company has granted loans repayable on demand. Details regarding total loan granted, aggregate amount of loans granted to promoters or related parties as defined in clause (76) of section 2 of the Companies Act, 2013 are as under;

	<b>All Parties (In Lacs)</b>	<b>Promoters (In Lacs)</b>	<b>Related Parties (In Lacs)</b>
Aggregate amount of loans	3,406.49	-	3,364.97
Repayable on demand (Rs. In thousands)	3,406.49	-	3,364.97
Percentage of loans	100%	-	98.78%

- iv. Loans, investments, guarantees and security given in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. Pursuant to Section 148 of Companies Act, 2013 and rules made thereunder, the Company is not required to maintain cost records, therefore, the question of our commenting on whether the same have been made and maintained does not arise.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company is generally regular in depositing undisputed statutory dues, including Income tax, Goods and Services Tax, Employee State Insurance and other material statutory dues, as applicable, with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Income-tax, Goods and Services Tax and other material statutory dues as at March 31, 2024 for a period of more than six months from the date they became payable.
- (c) The dues of Income tax have not deposited on account of dispute, are as follows

<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount (In Lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Penalty under section 270A	15.69	FY 2019-20	Commissioner of Income Tax (Appeals)

- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix.
- (a) The Company has not defaulted in the repayments of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanation given to us and on the basis of our audit procedures we report that the Company has not been declared wilful defaulter by any bank, financial institution or government or any government authority or any other lender.

- (c) In our opinion, loans availed by the Company during the year, were applied by the Company for the purposes for which the loans were obtained.
  - (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been utilized during the year for long term purposes by the Company.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
  - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. According to the information and explanations given to us:
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence, reporting under clause 3(x)(a) of the CARO 2020 is not applicable to the Company.
  - (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Hence, the reporting under clause 3(x)(b) of the CARO 2020 is not applicable to the Company.
- xi. According to the information and explanations given to us,
- (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across an instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
  - (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Hence, the reporting under clause 3(xi)(b) of the CARO 2020 is not applicable to the Company.
  - (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistleblower complaints have been received during the year by the Company. Hence, the reporting under clause 3(xi)(c) of the CARO 2020 is not applicable to the Company.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the CARO 2020 is not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone Financial Statements as required under Indian Accounting Standard 24 “Related Party Disclosures” specified under Section 133 of the Act.
- xiv.
- (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
  - (b) The reports of the Internal Auditor for the period under audit have been considered by us.

- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of section 192 of the act under clause 3(xv) of the CARO 2020 is not applicable to the company.
- xvi.
- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the CARO 2020 is not applicable to Company.
  - (b) The Company has not conducted non-banking financial/ housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the CARO 2020 is not applicable to Company.
  - (c) The Company is not a Core Investment Company (CIC) as defined in the regulation made by the Reserve Bank of India. Hence, the reporting under clause 3 (xvi)(c) of the CARO 2020 is not applicable to the Company.
  - (d) Based on the information and explanations provided by the management of the Company, the Company is not a part of the Group which has any CIC. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Hence, the reporting under clause 3(xvi)(d) of the CARO 2020 is not applicable to the Company.
- xvii. The Company has not incurred any cash loss in the financial year covered by our audit.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when the fall due.
- xx. As at the Standalone Balance Sheet date, the Company had transferred unspent amount remaining under sub section (5) of section 135 of the Companies Act, in compliance with the provision of sub section (6) of section 135 of the Act.
- xxi. The reporting under clause 3 (xxi) of the CARO 2020 is not applicable to audit of Standalone Financial Statement. Hence, no comment in respect of said clause of CARO 2020 has been included in this report.

For **Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**Amit Agarwal**

Partner

Membership Number: 077407

UDIN: 24077407BKFJWP4623

Place: Jaipur

Date: 15<sup>th</sup> May 2024

**STANDALONE BALANCE SHEET AS AT MARCH 31, 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
		Audited	Audited
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3(a)	951.28	967.06
Right-of-use-Assets	3(b)	250.61	281.13
Capital Work-in-Progress	3(a)	193.99	186.24
Intangible Assets Under Development	3(c)	289.83	-
Investment in Subsidiaries	4	26.00	26.00
Financial Assets			
(i) Investments	5(a)	2,671.52	2,035.53
(ii) Other Financial Assets	5(b)	3,719.25	3,430.64
Income Tax Assets (Net)	6	16.98	16.98
Deferred Tax Assets (Net)	7	29.31	4.43
<b>Total Non-Current Assets</b>		<b>8,148.77</b>	<b>6,948.01</b>
<b>Current Assets</b>			
Financial Assets			
(i) Trade Receivables	8	330.58	-
(ii) Cash and Cash Equivalents	9(a)	13.25	83.03
(iii) Bank Balances other than (ii) above	9(b)	4.66	25.65
(iv) Loans	10	3,406.49	4,185.78
Other Current Asset	11	379.06	698.48
<b>Total Current Assets</b>		<b>4,134.04</b>	<b>4,992.94</b>
<b>Total Assets</b>		<b>12,282.81</b>	<b>11,940.95</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12	2,050.00	2,050.00
Other Equity			
Reserve & Surplus	13	8,280.22	5,257.03
<b>Total Equity</b>		<b>10,330.22</b>	<b>7,307.03</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Lease Liabilities	3(b)	264.84	286.45
Employee Benefit Obligations	14	128.08	134.83
<b>Total Non-Current Liabilities</b>		<b>392.92</b>	<b>421.28</b>



<b>STANDALONE BALANCE SHEET AS AT MARCH 31, 2024 (Continued)</b>			
<i>(Amount in Rs lacs, unless otherwise stated)</i>			
<b>Particulars</b>	<b>Notes</b>	<b>As at</b>	<b>As at</b>
		<b>March 31, 2024</b>	<b>March 31, 2023</b>
		<b>Audited</b>	<b>Audited</b>
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	15	502.22	30.65
(ii) Lease Liabilities	3(b)	21.62	18.98
(iii) Trade Payables	16		
-Total outstanding dues of Micro Enterprises & Small Enterprises		-	-
-Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		630.94	1,070.50
(iv) Other Financial Liabilities	17	104.30	109.20
Employee Benefit Obligations	14	59.62	55.50
Current Tax Liabilities (Net)	18	221.24	49.34
Other Current Liabilities	19	19.73	2,878.47
<b>Total Current Liabilities</b>		<b>1,559.67</b>	<b>4,212.64</b>
<b>Total Equity and Liabilities</b>		<b>12,282.81</b>	<b>11,940.95</b>
<b>The above Standalone Balance Sheet should be read in conjunction with the accompanying notes.</b>			
This is the Standalone Balance Sheet referred to in our report of even date.			

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

Place: Jaipur

Date: 15 May 2024



<b>STANDALONE STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED MARCH 31, 2024</b>			
<i>(Amount in Rs lacs, unless otherwise stated)</i>			
<b>Particulars</b>	<b>Notes</b>	<b>Year Ended</b>	<b>Year Ended</b>
		<b>March 31, 2024</b>	<b>March 31, 2023</b>
		<b>Audited</b>	<b>Audited</b>
Revenue from Operations	20	4,851.33	4,191.48
Other Income	21	1,031.69	513.02
<b>Total Income</b>		<b>5,883.02</b>	<b>4,704.50</b>
<b>Expenses</b>			
Cost of Services	22	0.60	284.87
Employee Benefit Expenses	23	1,012.28	1,149.52
Depreciation & Amortization Expenses	24	107.26	103.68
Other Expenses	25	688.44	790.07
Finance Costs	26	46.42	41.84
<b>Total Expenses</b>		<b>1,855.00</b>	<b>2,369.98</b>
<b>Profit/ (Loss) Before Tax</b>		<b>4,028.02</b>	<b>2,334.52</b>
<b>Income Tax Expense</b>	<b>27</b>		
Current Tax		1,013.28	578.65
Deferred Tax		(24.88)	2.05
Tax Relating to Earlier Years		7.75	16.27
<b>Total Tax Expenses</b>		<b>996.15</b>	<b>596.97</b>
<b>Profit/ (Loss) for the Year</b>		<b>3,031.87</b>	<b>1,737.55</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss:			
Remeasurements of post-employment benefit plans		42.57	(28.93)
Income tax relating to these items		-	-
Items that will be reclassified to profit or loss:			
Changes in fair value of debt instruments at FVOCI		-	-
Income tax relating to these items		-	-
<b>Total Other Comprehensive Income for the Year, Net of Tax</b>		<b>42.57</b>	<b>(28.93)</b>
<b>Total Comprehensive Income for the Year, Net of Tax</b>		<b>3,074.44</b>	<b>1,708.62</b>

**STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024 (Continued)**

*(Amount in Rs lacs, unless otherwise stated)*

Particulars	Notes	Year Ended March 31, 2024	Year Ended March 31, 2023
		Audited	Audited
<b>Earning per share of face value of Rs. 10/- each</b>	28		
Basic (In Rs.)		14.79	16.91
Diluted (In Rs.)		14.79	16.91

**The above Standalone Statement of Profit and Loss should be read in conjunction with the accompanying notes.**

This is the Standalone Statement of Profit and Loss Including Other Comprehensive Income referred to in our report of even date.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

Place: Jaipur

Date: 15 May 2024



**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024**

(Amount in Rs lacs, unless otherwise stated)

**(I) Equity Share Capital**

Particulars	Notes	Amount
<b>Balance as at April 1, 2022</b>	12	1,025.00
Changes in equity share capital during the year (Bonus Share Issue)		1,025.00
<b>Balance as at March 31, 2023</b>		<b>2,050.00</b>
Changes in equity share capital during the year		-
<b>Balance as at March 31, 2024</b>		<b>2,050.00</b>

**(II) Other Equity**

Particulars	Reserve and Surplus			Other Reserves	Total
	General Reserve	Securities Premium	Retained Earnings	FVTOCI Reserve	
<b>Balance as at April 1, 2022</b>	259.27	59.00	4,351.67	57.22	4,727.16
Profit/ (Loss) for the year	-	-	1,737.55	-	1,737.55
Other comprehensive income, net of income tax	-	-	-	(28.93)	(28.93)
<b>Total comprehensive income for the year</b>	<b>259.27</b>	<b>59.00</b>	<b>6,089.22</b>	<b>28.29</b>	<b>6,435.78</b>
<b>Transaction with owners in their capacity as owners:</b>					
Final dividend paid during the year	-	-	153.75	-	153.75
Bonus shares issued during the year	259.27	59.00	706.73	-	1,025.00
Less: Transferred to Statement of Profit and Loss					
<b>Balance as at March 31, 2023</b>	-	-	<b>5,228.74</b>	<b>28.29</b>	<b>5,257.03</b>
Profit/ (Loss) for the year	-	-	3,031.87	-	3,031.87
Other comprehensive income, net of income tax	-	-	-	42.57	42.57
<b>Transactions with owners in their capacity as owners:</b>					
Final dividend paid during the year	-	-	51.25	-	51.25
Less: Transferred to Statement of Profit and Loss	-	-	-	-	-
<b>Balance as at March 31, 2024</b>	-	-	<b>8,209.36</b>	<b>70.86</b>	<b>8,280.22</b>

The above Standalone Statement of Changes in Equity should be read in conjunction with the accompanying notes.

This is the Standalone Statement of Changes in Equity referred to in our report of even date.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**AMIT AGARWAL**

Partner

Membership Number: 077407

Place: Jaipur

Date: 15 May 2024

**For and on behalf of the Board of Directors**

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (Loss) Before Income Tax	4,028.02	2,334.52
Adjustments for:		
Depreciation & Amortization Expense	107.26	103.68
Interest Income	(643.58)	(398.34)
Finance Costs	46.42	41.84
Profit on Sale of Property/ Investment	(3.51)	(4.11)
Changes in Fair Value of Mutual Funds	(56.33)	(104.43)
<b>Operating Profit before Working Capital Changes</b>	<b>3,478.28</b>	<b>1,973.16</b>
(Increase)/Decrease in Trade and Other Receivables	(330.60)	6.90
(Increase)/Decrease in Loans and Advances	779.28	(418.74)
(Increase)/Decrease in Income Tax Assets (Net)	-	575.46
(Increase)/Decrease in Other Financial Assets (Non-Current)	0.09	0.08
(Increase)/Decrease in Other Financial Assets (Current)	-	(0.70)
(Increase)/Decrease in Other Current Assets	319.42	115.47
Increase/(Decrease) in Other Financial Liabilities (Current)	(4.89)	(19.58)
Increase/(Decrease) in Employee Benefit Obligations (Non-Current)	35.82	5.34
Increase/(Decrease) in Employee Benefit Obligations (Current)	4.13	40.07
Increase/(Decrease) in Trade Payables and Other Current Liabilities	(3,436.39)	(1,236.18)
<b>Cash Generated from Operations</b>	<b>845.14</b>	<b>1,041.28</b>
Income Taxes Paid (Net)	730.00	490.00
<b>Net Cash Inflow from Operating Activities (A)</b>	<b>115.14</b>	<b>551.28</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Purchase / Acquisition of Property, Plant and Equipments & CWIP	(68.70)	(156.55)
Payment for Intangible Assets Under Development	(289.83)	-
Payment for Purchase of Investments	(597.24)	(547.71)
Proceeds from Sale of Investments	21.08	207.54
Net Movement in Other Bank Balances	(288.70)	(3,419.67)
Interest Received	643.58	398.34
<b>Net Cash Generated / (Used) in Investing Activities (B)</b>	<b>(579.81)</b>	<b>(3,518.05)</b>

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024 (Continued)**

(Amount in Rs lacs, unless otherwise stated)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	(51.25)	(153.75)
Proceeds/(Repayment) of Borrowings	471.57	(226.96)
Interest Paid	(46.42)	(41.84)
<b>Net Cash inflow/(Outflow) from Financing Activities (C)</b>	<b>373.90</b>	<b>(422.55)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(90.77)</b>	<b>(3,389.32)</b>
Cash and Cash Equivalents at the beginning of the year	108.68	3,498.00
Cash and Cash Equivalents at end of the year	<b>17.91</b>	<b>108.68</b>

**Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows**

Cash and Cash Equivalents as per above comprise the following:	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Cash and Cash Equivalents</b>		
Cash on hand	8.90	8.89
Balances with Banks:		
In Current Accounts	4.35	74.14
Unpaid Dividend Accounts	4.35	8.49
Unspent CSR Accounts	0.31	17.16
<b>Total</b>	<b>17.91</b>	<b>108.68</b>

**The above Standalone Statement of Cash Flows should be read in conjunction with the accompanying notes.**  
This is the Standalone Statement of Cash Flows referred to in our report of even date.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

Place: Jaipur

Date: 15 May 2024



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024***(All amounts Rs. in Lacs, unless otherwise stated)***Note: 1****Background**

Innovana Thinklabs Limited ('the Company') is a Company limited by shares, incorporated and domiciled in India. It is a company listed at National Stock Exchange (NSE) Emerge platform. The Corporate office of the Company is located at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri, Vistar Yojna, Raja Park, Jaipur, Rajasthan.

The Company is engaged in software and application development business which directly provide services to retail user. Company basically design, develop and maintain software systems and solutions create new application and enhance the functionality of our customer's existing software products.

**Note 2: Summary of Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**a) Basis of Preparation**

- i. Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

- ii. Historical Cost Convention

**b) Foreign Currency Translation**

- i. Functional and Presentation Currency

Items included in the standalone financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is Innovana Thinklabs Limited's functional and presentation currency.

- ii. (ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income.

**c) Revenue Recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services. Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are exclusive of goods and service tax, net of returns, trade allowances and rebates.

Revenue is recognized when the Goods/ Services are delivered to customers.

**d) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Tax expense comprises current and deferred tax. Current and deferred tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **e) Leases**

As a Lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative standalone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include net present value of the following lease payments:

- Fixed payments (including in substance fixed payments), less any lease incentives receivable
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable by the Company under residual value guarantees
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for lease in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct costs, and





- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of twelve months or less.

#### **f) Impairment of Assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are compared at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### **g) Cash and Cash Equivalents**

For the purpose of presentation in the cash flow statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, other highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### **Other Bank Balances**

Other bank balances consist of term deposits with banks, which have original maturities of more than three months. Such assets are recognised and measured at amortised cost (including directly attributable transaction cost) using the effective interest method, less impairment losses, if any.

#### **h) Trade Receivables**

Trade receivables are amounts due from customers for goods/services sold in ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using effective interest method, less loss allowance.

#### **i) Investments and Other Financial Assets**

##### *(i) Classification*

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the statement of profit and loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

##### *(ii) Recognition*

Regular way purchases and sales of financial assets are recognised on trade date, on which the Company commits to purchase or sale the financial asset.

##### *(iii) Measurement*



At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.  
Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income or other expenses. Impairment losses are presented as separate line item in the statement of profit and loss.
- **Fair Value Through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss and recognised in other income. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gain and losses are presented in other income and impairment expenses are presented as separate line item in statement of profit and loss.
- **Fair Value Through Profit or Loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss within other income or other expenses in the period in which it arises. Interest income from these financial assets is included in other income.

#### Investments in Mutual Funds and Equity Instruments

Investment in mutual funds and equity instruments are classified as fair value through profit or loss as they are not held within a business model whose objective is to hold assets in order to collect contractual cash flows and the contractual terms of such assets do not give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

##### *(iv) Impairment of Financial Assets*

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 45 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

##### *(v) Derecognition of Financial Assets*

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

*(vi) Income Recognition*

**Interest Income**

Interest income from financial assets at fair value through the profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using effective interest method is recognised in the statement of profit and loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired.

**Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**j) Investment in Subsidiaries**

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

**k) Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**l) Property, Plant and Equipment**

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of profit and loss during the reporting period in which they are incurred.

**Depreciation Methods, Estimated Useful Lives and Residual Value**

Depreciation is calculated using the written down value method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:



<b>Particulars</b>	<b>Estimate of Useful life</b>
Buildings	30 years
Plant & Machinery	10-15 years
Furniture & Fixtures	10 years
Motor Vehicles	8 years
Office Equipments	5 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss within other income or other expenses.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date are classified as capital advances under non-current assets.

Capital work-in-progress excluding capital advances includes property, plant and equipment under construction and not ready for intended use as on Balance Sheet date.

#### **m) Trade and Other Payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### **n) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

#### **o) Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

#### **p) Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements.

#### **q) Employee Benefits**

##### *i) Short-Term Obligations*

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

##### *ii) Post-Employment Obligations*

The Company operates the following post-employment schemes:

- (a) Defined benefit plan (Gratuity)
- (b) Defined contribution plans (Provident Fund).

##### *Defined Benefit Plan (Gratuity)*

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

##### **Defined Contribution Plans**

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### **r) Contributed Equity**

Equity Shares are Classified as Equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.



**s) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**t) Earnings Per Share**

**Basic Earnings Per Share**

Basic earnings per share are calculated by dividing the profit or loss for the year attributable to equity to the owners of the Company by the weighted average number of equity shares outstanding during the year.

The Company does not have any dilutive potential equity shares.

**u) Rounding of Amounts**

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest thousands upto two decimal places as per the requirement of Schedule III, unless otherwise stated.

**Note 2: Critical Estimates and Judgement**

The preparation of standalone financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements.

**Critical Estimates and Judgements**

The areas involving critical estimates or judgements are:

- Estimates of defined benefit obligation – Note 14
- Estimate of useful life of fixed assets – Note 3(a)

Estimation and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
**3(a). Property, Plant and Equipment**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2024
	As at April 1, 2023	Addition During the year	Disposal During the Year	As at March 31, 2024	As at April 1, 2023	For the Year	Disposals During the year	As at March 31, 2024	
Freehold Land	195.82	-	-	195.82	-	-	-	-	195.82
Buildings	783.98	51.94	-	835.92	121.45	29.79	-	151.24	684.68
Plant & Machinery	92.86	8.76	-	101.62	63.43	11.54	-	74.97	26.65
Furniture & Fittings	32.54	-	-	32.54	21.79	2.78	-	24.57	7.97
Motor Vehicles	142.50	-	-	142.50	97.14	26.09	-	123.23	19.27
Office Equipment	88.77	0.26	-	89.03	65.60	6.54	-	72.14	16.89
<b>Total (A)</b>	<b>1,336.47</b>	<b>60.96</b>	<b>-</b>	<b>1,397.43</b>	<b>369.41</b>	<b>76.74</b>	<b>-</b>	<b>446.15</b>	<b>951.28</b>
<b>Capital Work In Progress</b>									
Buildings	186.24	7.75	-	193.99	-	-	-	-	193.99
<b>Total (B)</b>	<b>186.24</b>	<b>7.75</b>	<b>-</b>	<b>193.99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>193.99</b>
<b>Total (A+B)</b>	<b>1,522.71</b>	<b>68.71</b>	<b>-</b>	<b>1,591.42</b>	<b>369.41</b>	<b>76.74</b>	<b>-</b>	<b>446.15</b>	<b>1,145.27</b>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2023
	As at April 1, 2022	Addition During the year	Disposal During the Year	As at March 31, 2023	As at April 1, 2022	For the Year	Disposals During the year	As at March 31, 2023	
Freehold Land	195.82	-	-	195.82	-	-	-	-	195.82
Buildings	783.98	-	-	783.98	92.80	28.65	-	121.45	662.53
Plant & Machinery	86.27	6.59	-	92.86	44.81	18.62	-	63.43	29.43
Furniture & Fittings	32.27	0.27	-	32.54	18.10	3.69	-	21.79	10.75
Motor Vehicles	142.50	-	-	142.50	83.38	13.76	-	97.14	45.36
Office Equipment	85.32	3.45	-	88.77	54.75	10.85	-	65.60	23.17
<b>Total (A)</b>	<b>1,326.16</b>	<b>10.31</b>	<b>-</b>	<b>1,336.47</b>	<b>293.84</b>	<b>75.57</b>	<b>-</b>	<b>369.41</b>	<b>967.06</b>
<b>Capital Work In Progress</b>									
Buildings	40.00	146.24	-	186.24	-	-	-	-	186.24
<b>Total (B)</b>	<b>40.00</b>	<b>146.24</b>	<b>-</b>	<b>186.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>186.24</b>
<b>Total (A+B)</b>	<b>1,366.16</b>	<b>156.55</b>	<b>-</b>	<b>1,522.71</b>	<b>293.84</b>	<b>75.57</b>	<b>-</b>	<b>369.41</b>	<b>1,153.30</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*
**Ageing of Capital Work-in-Progress as at March 31, 2024**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	7.75	146.24	40.00	-	193.99
<b>Total</b>	<b>7.75</b>	<b>146.24</b>	<b>40.00</b>	<b>-</b>	<b>193.99</b>

**Ageing of Capital Work-in-Progress as at March 31, 2023**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	146.24	40.00	-	-	186.24
<b>Total</b>	<b>146.24</b>	<b>40.00</b>	<b>-</b>	<b>-</b>	<b>186.24</b>

**Note:**

As at March 31, 2024: Capital work-in-Progress mainly comprises extension of building.

As at March 31, 2023: Capital work-in-Progress mainly comprises extension of building.

**3(b). Right-of-use-Assets**

This note provides information for leases where the Company is a lessee.

**Land Lease**

Leasehold land represents land taken on finance lease under long term multi-years lease term, capitalised at the present value of the aggregate future minimum lease payments (which include annual lease rentals in addition to the initial payment made at the inception of the lease). The lease tenure of the land is for a period of 12 years. There are no contingent payments.

**(i) Amounts Recognised in Balance Sheet**

The Balance Sheet shows the following amounts relating to lease.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Right-of-use Assets</b>		
Land Lease	250.61	281.13
<b>Total</b>	<b>250.61</b>	<b>281.13</b>
<b>Lease Liabilities</b>		
Current	21.62	18.98
Non-Current	264.84	286.45
<b>Total</b>	<b>286.46</b>	<b>305.43</b>

**(ii) Amounts Recognised in the Statement of Profit and Loss**

The Statement of Profit and Loss shows the following amounts relating to leases.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Depreciation charge on Right-of-use-Assets</b>		
Land Lease	30.52	28.11
<b>Total</b>	<b>30.52</b>	<b>28.11</b>



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Expense (Included in Note No. 26- Finance Costs)	21.38	22.58
<b>Total</b>	<b>21.38</b>	<b>22.58</b>

(iii) **Variable Lease Payments:** The Company does not have any leases with variable lease payments.

(iv) **Extension and Termination Options:** There are no extension and termination options available in the lease contracts.

(vi) **Residual Value Guaranteed:** There are no residual value guaranteed in the lease contracts.

**3(c). Intangible Assets Under Development**

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2024
	As at April 1, 2023	Addition During the year	Disposal During the Year	As at March 31, 2024	As at April 1, 2023	For the Year	Disposals During the year	As at March 31, 2024	
Software	-	289.83	-	289.83	-	-	-	-	289.83
<b>Total</b>	-	<b>289.83</b>	-	<b>289.83</b>	-	-	-	-	<b>289.83</b>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2023
	As at April 1, 2022	Addition During the year	Disposal During the Year	As at March 31, 2023	As at April 1, 2022	For the Year	Disposals During the year	As at March 31, 2023	
Software	-	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-	-	-

**Ageing of Intangible Assets Under Development as at March 31, 2024**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	289.83	-	-	-	289.83
<b>Total</b>	<b>289.83</b>	-	-	-	<b>289.83</b>

**Ageing of Intangible Assets Under Development as at March 31, 2023**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**Note:**

As at March 31, 2024: Intangible Assets Under Development encompasses the ongoing Software development.

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	As at March 31, 2024	As at March 31, 2023
<b>4. Investment in Subsidiaries (measured at amortized Cost)</b>		
<b>Unquoted</b>		
<b>Innovana Techlabs Limited</b>	1.00	1.00
Number of Units 10,000 (March 31, 2023: 10,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Innovana Infrastructure Limited</b>	5.00	5.00
Number of Units 50,000 (March 31, 2023: 50,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Innovana Astro Services Limited</b>	5.00	5.00
Number of Units 50,000 (March 31, 2023: 50,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Innovana Fitness Labs Limited</b>	5.00	5.00
Number of Units 50,000 (March 31, 2023: 50,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Innovana Games Studio Limited</b>	5.00	5.00
Number of Units 50,000 (March 31, 2023: 50,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>I Solve Software Services Limited</b>	5.00	5.00
Number of Units 50,000 (March 31, 2023: 50,000)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Total</b>	<b>26.00</b>	<b>26.00</b>
<b>Aggregate Amount of Unquoted Investments</b>	<b>26.00</b>	<b>26.00</b>
<b>Aggregate Amount of Quoted Investments</b>	-	-
<b>Aggregate Market Value of Quoted Investments</b>	-	-
<b>Aggregate Amount of Impairment in the Value of Investments</b>	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
<b>5(a). Non-Current Investments</b>		
<b>Investment in Equity Instruments</b>		
<b>Quoted</b>		
<b>Equity Shares Units</b>	295.11	312.68
Equity Shares of face value of Rs. 10/- each		
<b>Total</b>	<b>295.11</b>	<b>312.68</b>
<b>Unquoted</b>		
<b>FreshoKartzAgri Products Private Limited</b>	100.00	100.00
Number of Units 3,334 (March 31, 2023: 3,334)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

<b>Laxo Medicare Private Limited</b>	300.05	300.05
Number of Units 5,385 (March 31, 2023: 5,385)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>BIZ 365 Tech Private Limited</b>	149.99	129.99
Number of Units 42,855 (March 31, 2023: 37,141)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>ALBJ Green Power Private Limited</b>	93.42	93.42
Number of Units 1,839 (March 31, 2023: 1,839)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Wevois Labs Private Limited</b>	400.01	266.66
Number of Units 585 (March 31, 2023: 390)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Adcounty Media India Private Limited</b>	443.90	-
Number of Units 2,500 (March 31, 2023: NIL)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Total</b>	<b>1,487.37</b>	<b>890.13</b>
<b>Investment in Compulsory Convertible Preference Shares (Fully Paid-Up)</b>		

<b>Unquoted</b>		
<b>RTAF Freshokartz I</b>	50.00	50.00
Number of Units 5,000 (March 31, 2023: 5000)		
Preference Shares of face value of Rs. 1,000/- each		
<b>Total</b>	<b>50.00</b>	<b>50.00</b>
<b>Investment in Debt Mutual Funds</b>		
<b>Quoted</b>		
<b>1. ICICI Ultra Short-Term Fund Growth</b>	839.04	782.72
Number of Units 33,14,848.484 (March 31, 2023: 33,14,848.484)		
<b>Total</b>	<b>839.04</b>	<b>782.72</b>
<b>Total Investment</b>	<b>2,671.52</b>	<b>2,035.53</b>
<b>Aggregate Amount of Quoted Investments &amp; market value thereof</b>	<b>1,134.15</b>	<b>1,095.40</b>
<b>Aggregate Amount of Unquoted Investments</b>	<b>1,537.37</b>	<b>940.13</b>
<b>Aggregate Amount of Impairment in the Value of Investments</b>	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
<b>5(b). Other Financial Assets (Non- Current)</b>		
National Saving Certificates (NSC)	0.28	0.28
Security Deposits	10.60	10.68

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

(Amount in Rs lacs, unless otherwise stated)

Other Bank Balances		
Deposits with original maturity of more than 12 months	3,708.37	3,419.68
<b>Total</b>	<b>3,719.25</b>	<b>3,430.64</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>6. Income Tax Assets (Net)</b>		
Advance Tax & TDS Receivables	16.98	16.98
<b>Closing Balance</b>	<b>16.98</b>	<b>16.98</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>7. Deferred Tax Assets (Net)</b>		
Balance at the beginning of the year	4.43	6.48
Increase/(Decrease) in Deferred Tax Liabilities	24.88	(2.05)
<b>Net Deferred Tax Assets</b>	<b>29.31</b>	<b>4.43</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>8. Trade Receivables</b>		
Trade Receivables from Contract with Customers	330.58	-
Trade Receivable from Contract with Customers- Related Parties (Refer Note 35)	-	-
Less: - Loss Allowance	-	-
<b>Total</b>	<b>330.58</b>	<b>-</b>
Current Portion	330.58	-
Non-Current Portion	-	-
<b>Break-up of Security Details</b>		
Trade Receivable Secured, Considered Good	-	-
Trade Receivable Unsecured, Considered Good	330.58	-
Trade Receivables which have Significant Increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	-	-
<b>Total of Trade Receivables (Gross)</b>	<b>330.58</b>	<b>-</b>
<b>Impairment Allowance on Trade Receivables</b>		
Less: - Loss Allowance	-	-
<b>Total Trade Receivables (Net)</b>	<b>330.58</b>	<b>-</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

(Amount in Rs lacs, unless otherwise stated)

**Ageing of Trade Receivables as at March 31, 2024**

Particulars	Outstanding for following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed Trade Receivables- Considered Good	-	330.58	-	-	-	-	330.58
ii) Undisputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	-	<b>330.58</b>	-	-	-	-	<b>330.58</b>

**Ageing of Trade Receivables as at March 31, 2023**

Particulars	Outstanding for following period from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
i) Undisputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
ii) Undisputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

Particulars	As at March 31, 2024	As at March 31, 2023
<b>9. Cash and Bank Balances</b>		
(a) Cash and Cash Equivalents		
Cash on hand	8.90	8.89
Balances with Banks:		
In Current Accounts	4.35	74.14
<b>Total (a)</b>	<b>13.25</b>	<b>83.03</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

<b>(b) Other Bank Balances</b>		
Unpaid Dividend Accounts	4.35	8.49
Unspent CSR Accounts	0.31	17.16
<b>Total (b)</b>	<b>4.66</b>	<b>25.65</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>10. Loans (Current)</b>		
<b>Unsecured, Considered Good</b>		
Loan to Subsidiaries	2,852.84	3,698.65
Loan to Associates	512.13	447.63
Other Loans & Advances	41.52	39.50
<b>Total</b>	<b>3,406.49</b>	<b>4,185.78</b>
Less: Loss Allowance	-	-
<b>Total</b>	<b>3,406.49</b>	<b>4,185.78</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>11. Other Current Assets</b>		
Advance to Employee	49.34	26.26
Advance to Suppliers	106.54	359.63
Prepaid Expenses	59.92	65.50
Balances with Government Authorities	159.72	246.80
Other Receivables	3.54	0.29
<b>Total</b>	<b>379.06</b>	<b>698.48</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>12. Equity Share Capital</b>		
<b>Authorized:</b>		
2,10,00,000 (March 31, 2023: 2,10,00,000) Equity Shares of Rs. 10/- each	2,100.00	2,100.00
<b>Issued, Subscribed and Fully Paid-Up:</b>		
2,05,00,000 (March 31, 2023: 2,05,00,000) Equity Shares of Rs. 10/- each	2,050.00	2,050.00
(Out of above 1,64,00,000 Equity Shares of Rs. 10/- each (Fully Paid-Up) allotted by way of Bonus Shares.)		
<b>Total</b>	<b>2,050.00</b>	<b>2,050.00</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*
**a) Movement in Equity Shares Capital**

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year	2,05,00,000	2,050.00	1,02,50,000	1,025.00
Add: Bonus shares issued during the year	-	-	1,02,50,000	1,025.00
<b>Balance at the end</b>	<b>2,05,00,000</b>	<b>2,050.00</b>	<b>2,05,00,000</b>	<b>2,050.00</b>

**b) Rights, Preferences and Restrictions Attached to Shares**

**Equity Shares:** The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**c) Details of shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares:</b>				
(i) Chandan Garg	1,46,08,400	71.2605%	1,46,00,000	71.2195%
<b>Total</b>	<b>1,46,08,400</b>	<b>71.2605%</b>	<b>1,46,00,000</b>	<b>71.2195%</b>

**Details of shareholding of promoters as at March 31, 2024**

Name of Promoters	No. of Shares	% of Total Shares	% Change during the period
(i) Chandan Garg	1,46,08,400	71.2605%	-
(ii) Kapil Garg	3,98,000	1.9415%	-
(iii) Swaran Kanta	400	0.0020%	-
(iv) Nancy	400	0.0020%	-
(v) Priyanka Garg	4,400	0.0215%	-
(vi) Akash Bansal	400	0.0020%	-
(vii) Narendra Kumar Garg	400	0.0020%	-

**Details of shareholding of promoters as at March 31, 2023**

Name of Promoters	No. of Shares	% of Total Shares	% Change during the period
(i) Chandan Garg	1,46,00,000	71.2195%	-
(ii) Kapil Garg	3,98,000	1.9415%	-
(iii) Swaran Kanta	400	0.0020%	-
(iv) Nancy	400	0.0020%	-
(v) Priyanka Garg	4,400	0.0215%	1000.00%
(vi) Akash Bansal	400	0.0020%	-
(vii) Narendra Kumar Garg	400	0.0020%	-

**d) Bonus Shares issued during the immediately preceding five years.**

- (a) During the financial year 2019-20, the Company issued bonus shares 61,50,000 equity shares of Rs. 10 each (fully paid-up) aggregating to Rs. 615 Lacs.

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

(b) During the financial year 2022-23, the Company issued bonus shares 1,02,50,000 equity shares of Rs. 10 each (fully paid-up) aggregating to Rs.1,025 Lacs.

(c) **Shares bought back during the immediately preceding five years.**

No shares have been bought back during the immediately preceding five years.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>13. Other Equity</b>		
<b>Reserves and Surplus</b>		
General Reserve	-	-
Securities Premium	-	-
Retained Earnings	8,209.36	5,228.74
<b>Total (A)</b>	<b>8,209.36</b>	<b>5,228.74</b>

<b>Other Reserves</b>		
FVOTCI Reserve	70.86	28.29
<b>Total (B)</b>	<b>70.86</b>	<b>28.29</b>
<b>Total (A+B)</b>	<b>8,280.22</b>	<b>5,257.03</b>
<b>Movement of Reserves:</b>		
<b>General Reserve</b>		
Balance as at the beginning of the year	-	259.27
Less: -Utilisation for issuing bonus share	-	259.27
<b>Balance as at the end of the year</b>	-	-
<b>Securities Premium</b>		
Balance as at the beginning of the year	-	59.00
Less:-Utilisation for issuing bonus share	-	59.00
<b>Balance as at the end of the year</b>	-	-
<b>Retained Earnings</b>		
Balance as at the beginning of the year	5,228.74	4,351.67
Profit/ (Loss) for the year	3,031.87	1,737.55
<b>Transactions with owners in their capacity as owners:</b>		
Final dividend paid during the year	51.25	153.75
Bonus share issued during the year	-	706.73
<b>Balance as at the end of the year</b>	<b>8,209.36</b>	<b>5,228.74</b>
<b>FVTOCI- Reserve</b>		
Balance as at the beginning of the year	28.29	57.22
Other comprehensive income, net of income tax	42.57	(28.93)
<b>Balance as at the end of the year</b>	<b>70.86</b>	<b>28.29</b>



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*
**Nature and Purpose of Reserves**

- a) **General Reserve:** General Reserve created in earlier years has been utilized for issuing bonus shares in accordance with the Act.
- b) **Securities Premium:** Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
- c) **FVOCI Reserve:** Gratuity are measured at fair value, gains and losses are either recognised entirely in profit or loss, or recognised in other comprehensive income (fair value through other comprehensive income, FVOCI)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-current	Current	Non-current
<b>14. Employee benefit obligations</b>				
Gratuity	39.76	128.08	41.90	134.83
Leave Obligations	19.86	-	13.60	-
<b>Total Employee Benefit Obligations</b>	<b>59.62</b>	<b>128.08</b>	<b>55.50</b>	<b>134.83</b>

**(A) Leave Obligation**

The entire amount of the provision of Rs.19.86 Lacs (March 31, 2023: 13.60 Lacs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**(B) Defined Contribution Plans**

The Company has defined contribution plan for its employees' retirement benefits comprising Provident Fund & Employees' State Insurance Fund. The Company and eligible employees make monthly contribution to the above mentioned funds at a specified percentage of the covered employees salary. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the period towards Employees' State Insurance is Rs. 0.76 Lacs (March 31, 2023: Rs.0.82 Lacs).

**(C) Post-Employment Obligations**
**Defined Benefit Plans- Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan.

- i. **The amounts recognised in the Balance Sheet and the movements in the defined benefit obligation over the year are as follows:**

Particulars	Present Value Obligation
<b>As at April 1, 2022</b>	115.98
Current Service Cost	23.92
Interest Expense/(Income)	7.90
Past Service Cost	-
<b>Total Amount Recognised in Statement of Profit and Loss</b>	<b>31.82</b>
Remeasurements	
Interest Expense/(Income)	-

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

(Amount in Rs lacs, unless otherwise stated)

(Gain)/Loss from Change in Demographic Assumptions	(8.32)
(Gain)/Loss from Change in Financial Assumptions	(4.90)
Experience (Gains)/Losses	42.15
<b>Total Amount Recognised in other Comprehensive Income</b>	<b>28.93</b>
Employer Contributions	-
Benefit Payments	-
<b>As at March 31, 2023</b>	<b>176.73</b>
Current Service Cost	20.79
Interest Expense/(Income)	12.90
Past Service Cost	-
<b>Total Amount Recognised in Statement of Profit and Loss</b>	<b>33.69</b>
Remeasurements	
Return on Plan Assets, Excluding Amounts Included in	-
Interest Expense/(Income)	-
(Gain)/Loss from Change in Demographic Assumptions	-
(Gain)/Loss from Change in Financial Assumptions	0.60
Experience (Gains)/Losses	(43.18)
<b>Total Amount Recognised in other Comprehensive Income</b>	<b>(42.57)</b>
Employer Contributions	-
Benefit Payments	-
<b>As at March 31, 2024</b>	<b>167.84</b>

Particulars	As at March 31, 2024	As at March 31, 2023
Current	39.76	41.90
Non-Current	128.08	134.83
<b>Total Liability</b>	<b>167.84</b>	<b>176.73</b>

ii. **The Significant Actuarial Assumptions were as follows:**

Discount Rate	7.18%	7.30%
Salary Growth Rate	10.00%	10.00%
Mortality Rate	Indian assured lives mortality (2012-14) Modified Ult	Indian assured lives mortality (2012-14) Modified Ult
Attrition Rate	25.00%	25.00%

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

(Amount in Rs lacs, unless otherwise stated)

**iii. Sensitivity Analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Increase/ Decrease		Impact on Defined Benefit Obligation			
	Change in Assumption		Increase in Assumption		Decrease in Assumption	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Discount Rate	0.50%	0.50%	-1.48%	-1.47%	1.53%	1.52%
Salary Growth Rate	1.00%	1.00%	2.38%	2.24%	-2.32%	-2.19%
Attrition Rate	5.00%	5.00%	-2.08%	-2.07%	2.41%	2.28%

**Note:**

- The base liability is calculated at discount rate of 7.18% per annum and salary inflation rate of 10.00% per annum for all future years.
- Liabilities are very sensitive to salary escalation rate, discount rate & withdrawal rate.
- Liabilities are very less sensitive due to change in mortality assumptions. Hence, sensitivities due to change in mortality are ignored.

- iv. Risk Exposure:** Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Interest Rate Risk:** The plan exposes the Company to the risk of fall in the interest rates. A fall in the interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements)

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

**Demographic Risk:** The Company has used certain mortality and attrition assumption in valuation of the liability. The Company is exposed to the risk of the actual experience turning out to be worse.

**Regulatory Risk:** Gratuity benefit is paid in accordance with the requirement of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulation requiring higher gratuity payouts.

**Liquidity Risk:** This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

**v. Defined Benefit Liability and Employer Contributions**

The Company's best estimate of contribution towards post-employment benefit plans for the year ended March 31, 2025 are Rs. 34.91 Lacs (year ended March 31, 2024 are Rs. 39.21 Lacs).

The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5	After 5th Year	Total
<b>As at March 31, 2024</b>							
Defined Benefit Obligation	40.01	29.80	26.51	22.79	19.13	78.94	217.18
<b>Total</b>	<b>40.01</b>	<b>29.80</b>	<b>26.51</b>	<b>22.79</b>	<b>19.13</b>	<b>78.94</b>	<b>217.18</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

As at March 31, 2023							
Defined Benefit Obligation	42.21	32.20	27.21	24.06	20.61	83.10	229.39
<b>Total</b>	<b>42.21</b>	<b>32.20</b>	<b>27.21</b>	<b>24.06</b>	<b>20.61</b>	<b>83.10</b>	<b>229.39</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>15. Current Borrowings</b>		
<b>Secured, Considered Good</b>		
Bank Overdraft	495.88	-
<b>Unsecured, Considered Good</b>		
Loan from Director	6.34	30.65
<b>Total</b>	<b>502.22</b>	<b>30.65</b>

Note:

**a) Bank Overdraft from ICICI Bank Limited of Rs. 495.88 Lacs (March 31, 2023 Rs. Nil)**

- **Secured:** Secured Against Mutual Fund that are hold by the company at ICICI Ultra Short-Term Fund Growth.
- **Rate of Interest:** 8.75% Per Annum
- **Date of Maturity:** Repayable within One Year

**b) Loan from Director**

- **Terms of Repayment:** Repayable on demand
- **Rate of Interest:** 7.2 % Per Annum

c) Borrowings are subsequently measured at amortised cost and therefore interest accrued on current borrowings are included in the respective amounts.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>16. Trade Payables</b>		
Total Outstanding Dues to Micro Enterprises and Small Enterprises (Refer Note 33)	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and small Enterprises	630.94	1,070.50
<b>Total</b>	<b>630.94</b>	<b>1,070.50</b>

**Ageing of Trade Payable as at March 31, 2024**

Undisputed	Outstanding for Following Period from the Due Date					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total Outstanding Dues to Micro Enterprises and Small Enterprises (Refer Note 33)	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	94.72	140.80	0.27	-	395.16	630.94
<b>Disputed</b>						

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Total Outstanding Dues to Micro Enterprises and Small Enterprises (Refer Note 33)	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	-	-	-	-	-	-
<b>Total</b>	<b>94.72</b>	<b>140.80</b>	<b>0.27</b>	<b>-</b>	<b>395.16</b>	<b>630.94</b>

**Ageing of Trade Payable as at March 31, 2023**

Undisputed	Outstanding for Following Period from the Due Date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total Outstanding Dues to Micro Enterprises and Small Enterprises (Refer Note 33)	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	4.53	527.84	103.77	434.36	-	1,070.50
<b>Disputed</b>						
Total Outstanding Dues to Micro Enterprises and Small Enterprises (Refer Note 33)						
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	-	-	-	-	-	-
<b>Total</b>	<b>4.53</b>	<b>527.84</b>	<b>103.77</b>	<b>434.36</b>	<b>-</b>	<b>1,070.50</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>17. Other Financial Liabilities (Current)</b>		
Unpaid Dividend*	4.35	8.49
Provision for CSR Expenses	14.00	17.23
Employee Benefits Payable	85.95	83.48
<b>Total</b>	<b>104.30</b>	<b>109.20</b>

\*There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at reporting dates.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>18. Current Tax Liabilities (Net)</b>		
Current Tax Payable for the year	1,013.28	578.65
Less: Advance Tax & TDS	792.04	529.31
<b>Closing Balance</b>	<b>221.24</b>	<b>49.34</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	As at March 31, 2024	As at March 31, 2023
<b>19. Other Current Liabilities</b>		
Advance from Customers	-	2,851.99
Statutory Dues Payable including TDS	19.73	26.48
<b>Total</b>	<b>19.73</b>	<b>2,878.47</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>20. Revenue from Operations</b>		
The Company derives the following types of revenue:		
<b>Revenue from Contracts with Customers</b>		
<b>Sale of Services</b>		
Export Sales	4,851.33	4,150.98
Domestic Sales	-	40.50
<b>Total</b>	<b>4,851.33</b>	<b>4,191.48</b>
<b>Reconciliation of Revenue Recognised with Contract Price:</b>		
<b>Contract Price</b>	4,851.33	4,191.48
<b>Total</b>	<b>4,851.33</b>	<b>4,191.48</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>21. Other Income</b>		
Rental Income	4.90	5.40
Interest Income	643.58	393.52
Interest Income on Income Tax Refund	-	4.82
Profit on Maturity/Sale of Investment	3.51	4.11
Dividend on Equity Shares	0.28	0.35
Discount	0.02	0.07
Fair value Gain of Mutual Funds Measured at FVPL	56.33	104.43
Unwinding of discount on security deposits	0.77	0.32
Miscellaneous Balances Written off	322.30	-
<b>Total</b>	<b>1,031.69</b>	<b>513.02</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>22. Cost of Services</b>		
Cost of Service	0.60	284.87
<b>Total Cost of Services</b>	<b>0.60</b>	<b>284.87</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

<b>Particulars</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
<b>23. Employee Benefits Expenses</b>		
Salaries, Wages and Bonus	966.65	1,093.59
Contribution to Employee State Insurance	0.76	0.82
Gratuity (Refer Note 14)	33.69	31.82
Staff Welfare Expenses	11.18	23.29
<b>Total</b>	<b>1,012.28</b>	<b>1,149.52</b>

<b>Particulars</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
<b>24. Depreciation and Amortization Expenses</b>		
Depreciation on Property, Plant and Equipment	76.74	75.57
Depreciation on Right on-use Assets [Refer Note 3(b)]	30.52	28.11
<b>Total</b>	<b>107.26</b>	<b>103.68</b>

<b>Particulars</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
<b>25. Other Expenses</b>		
Consumable	2.39	2.27
Power and Fuel Charges	21.04	16.12
Computer & Software Maintenance Expenses	26.19	29.10
Technical Support Expenses	32.64	13.95
Repair and Maintenance Expenses	7.90	8.52
Insurance Premium	85.48	81.70
Legal and Professional Expenses	74.49	103.78
Payment to Auditors:		
Statutory Audit Fee	2.25	2.00
Tax Audit Fees	0.50	0.50
Other Services/ Certifications	0.25	0.25
Printing and Stationery	0.05	0.20
Telephone and Communication Charges	7.56	8.29
Travelling and Conveyance	18.58	31.66
Charity and Donation	0.21	0.22
Directors' Sitting Fees	4.00	4.00
Office Expenses	6.58	7.77
Commission Expense	-	14.54
Job Labour Charges	7.74	5.53

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Rates & Taxes	0.29	14.74
Advertising and Sales Promotion	265.63	186.00
Corporate Social Responsibility Expenditure	33.62	28.28
Membership and Subscription Fees	70.80	-
Foreign Exchange Loss	11.91	228.72
Miscellaneous Expenses	8.34	1.93
<b>Total</b>	<b>688.44</b>	<b>790.07</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>26. Finance Costs</b>		
Interest on Loan	3.91	9.14
Interest on Car Loan	-	1.01
Interest on Bank Overdraft	8.57	2.29
Interest on Late Payment of Government Dues	0.28	0.09
Interest on Shortfall of Advance Income Tax	8.00	0.70
Unwinding of discount on provisions	0.43	0.43
Other Finance Charges	3.85	5.62
Interest and Finance Charges on Lease Liabilities [Refer Note 3(b)]	21.38	22.58
<b>Total</b>	<b>46.42</b>	<b>41.84</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>27. Income Tax Expense</b>		
Current Tax on Profits for the year	1,013.28	578.65
<b>Total</b>	<b>1,013.28</b>	<b>578.65</b>
Deferred Tax	(24.88)	2.05
Tax Relating to Earlier Years	7.75	16.27
<b>Total</b>	<b>(17.13)</b>	<b>18.32</b>
<b>Net Current Tax</b>	<b>996.15</b>	<b>596.97</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Reconciliation of Tax Expense and the Accounting Profit Multiplied by India's Tax Rate</b>		
Profit before Income Tax Expense	4,028.02	2,334.52
Tax at the Indian Tax Rate of 25.168% (2022-23: 25.168%)	1,013.77	587.55
<b>Tax Effect of Amounts which are not Deductible (Taxable) in Calculating Taxable Income:</b>		
Expenses Permanently Disallowed Under Income Tax	27.17	(29.48)



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Effect of income taxed at different rates	(0.74)	(0.43)
Others	(26.92)	21.01
Tax relating to earlier years	7.75	16.27
Deferred Tax	(24.88)	2.05
<b>Income tax expense</b>	<b>996.15</b>	<b>596.97</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>28. Earnings Per Share</b>		
Profit After Tax Attributable to the Equity Share Holders of the Company	3,031.87	1,737.55
Total/Weighted Average Number of Equity Shares Outstanding during the year (Number of Shares)	2,05,00,000	1,02,78,082
Basic Earnings per Share (in Rs.)	14.79	16.91
Diluted Earnings per Share (in Rs.)	14.79	16.91
Face Value per Equity Share (in Rs.)	10.00	10.00

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>29. Expenditure in Foreign Currency</b>		
Conference Charges	2.65	1.36
Database Expense	2.68	5.06
Information Technology Expense	10.71	10.46
Software Services	0.41	2.86
Technical Support Charges	7.78	2.94
Content Charges	2.10	-
<b>Total</b>	<b>26.33</b>	<b>22.68</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>30. Earnings in Foreign Currency</b>		
Advertising Service	162.35	127.14
Software Sales	4,604.55	3,955.03
Software Service	80.92	68.81
Platform Service	2.85	-
Sales Commissions	0.66	-
<b>Total</b>	<b>4,851.33</b>	<b>4,150.98</b>

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Particulars	As At March 31, 2024	As At March 31, 2023
<b>31. Contingent Liabilities</b>		
Income Tax Matters	15.69	15.69
Corporate Guarantee for Subsidiaries	93.73	93.73

**32. Commitments**
**Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities [Net of capital advance of Nil (As at March 31, 2023: Nil)]

**33. Due to Micro and Small Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid during the year	-	-
Principal amount paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier year	-	-

Note: Dues to Micro and Small Enterprises (MSME) have been determined to the extent such parties have been identified on the basis of information collected by the management.

**34. Segment Information**

The Company is engaged in software and application development business. Also design, develop and maintain software systems and solutions create new application and enhance the functionality of our customer's existing software products, the segment wise disclosure requirements of Ind AS 108 on Operating Segments is not applicable. In compliance to the said standard, entity wide disclosures are as under:

Revenues from external customers attributed to the country of domicile and attributed to all foreign countries from which the Company derives revenues	Year Ended March 31, 2024	Year Ended March 31, 2023
Revenue from the country of domicile - India	-	40.50

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Revenue from the country United States	3,074.97	2,024.01
Revenue from other foreign countries	1,776.36	2,126.97
<b>Total</b>	<b>4,851.33</b>	<b>4,191.48</b>

**Revenue from major customers:**

There are three customers having revenue amounting to 10% or more of Company's total revenue as per the below details:

Customer A	3,018.80	1,978.49
Customer B	963.33	746.83
Customer C	683.30	1198.34
<b>Total</b>	<b>4,665.43</b>	<b>3,923.21</b>

All property, plant and equipment, intangible assets, capital work-in-progress and other non-current assets of the Company are located in India.

**35. Related Party Transactions**
**A. Related Party Relationship Where Control Exists:**
**(a) Subsidiaries**

- Innovana Techlabs Limited (Wholly Owned Subsidiary)
- Innovana Infrastructure Limited (Wholly Owned Subsidiary)
- Innovana Astro Services Limited (Wholly Owned Subsidiary)
- Innovana Fitness Labs Limited (Subsidiary)
- Innovana Games Studio Limited (Wholly Owned Subsidiary)
- I Solve Software Services Limited (Wholly Owned Subsidiary)

**(b) Entities in which Key Management Personnel (KMP) or Relatives of KMP have Control or Joint Control or have Significant Influence**

- S.C. Digital Protection Service S.R.L.
- Bit Guardian GmbH
- Laxo Medicare Private Limited
- Freshokartz Agri Products Private Limited
- BIZ 365 Tech Private Limited
- ALBJ Green Power Private Limited
- Advanced PC Care
- Adcounty Media India Private Limited
- Wevois Labs Private Limited

**B. Other Related Parties:**
**a) Key Management Personnel**

- Mr. Chandan Garg– Chairman and Managing Director
- Mr. Kapil Garg – Whole Time Director
- Mr. Narendra Kumar Garg – Executive Director
- Mrs. Swaran Kanta –Non- Executive Director
- Mr. Sanjeev Mittal- Chief Financial Officer
- Mr. Vasu Ajay Anand- Company Secretary

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*
**b) Independent & Non-Executive Director**

Ms. Riya Sharma  
 Mr. Deepak Jangid (Upto May 28,2022)  
 Mr. Sumit Sharda (Upto May 28,2022)  
 Mr. Hemant Koushik (w.e.f May 28, 2022)  
 Mr. Arvind Kumar Sharma (w.e.f May 28, 2022)

**c) Relatives of KMP**

Mrs. Nancy Garg  
 Mrs. Vartika Dangayach  
 Mrs. Priyanka Garg  
 Mr. Akash Bansal  
 Mrs. Alka Mittal

Transactions with Related Parties for the year ended March 31, 2024 &amp; March 31, 2023

Particulars	March 31, 2024	March 31, 2023
<b>Remuneration Paid:</b>		
Mr. Chandan Garg	120.00	106.50
Mr. Kapil Garg	56.00	45.51
Mrs. Swaran Kanta	12.00	12.00
Mrs. Nancy Garg	24.70	19.20
Mr. Narendra Kumar Garg	12.00	12.00
Mrs. Vartika Dangayach	12.00	12.00
Mr. Sanjeev Mittal (CFO)	14.20	12.31
Mr. Vasu Ajay Anand	7.80	5.93
Mrs. Alka Mittal	7.10	6.00
<b>Director Sitting Fees:</b>		
Ms. Riya Sharma	0.40	0.40
Mr. Deepak Jangid	-	0.20
Mr. Hemant Koushik	1.20	1.00
Mr. Arvind Kumar Sharma	2.40	2.40
<b>Interest Paid:</b>		
Mr. Chandan Garg	2.79	9.14
Innovana Techlabs Limited	1.12	-
<b>Interest Received:</b>		
Innovana Techlabs Limited	2.42	56.37
Innovana Games Studio Limited	-	0.01
Innovana Infrastructure Limited	123.12	114.74
Innovana Astro Services Limited	16.53	7.74
Innovana Fitness Labs Limited	122.08	107.85

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Laxo Medicare Private Limited	43.89	28.62
Freshokartz Agri Products Private Limited	3.54	3.21
<b>Purchase From:</b>		
Innovana Techlabs Limited	-	224.92
Innovana Infrastructure Limited	50.00	80.50
Innovana Fitness Labs Limited	325.00	150.00
<b>Sales:</b>		
Bitguardian GMBH	963.33	770.41
S C Digital Protection Services SRL	683.30	1,210.99
<b>Rent Received:</b>		
Innovana Infrastructure Limited	1.80	1.80
Innovana Astro Services Limited	1.80	1.80
Innovana Fitness Labs Limited	-	-
I Solve Software Services Limited	0.90	1.80
Adcounty Media India Private Limited	0.40	-
<b>Rent Paid:</b>		
Advanced PC Care	40.35-	39.69
<b>Loan Taken:</b>		
Mr. Chandan Garg	36.30	210.00
Advanced PC Care	-	-
Innovana Techlabs Limited	110.00	-
<b>Repayment of Loan:</b>		
Mr. Chandan Garg	76.91	288.16
Advanced PC Care	-	-
Innovana Techlabs Limited	111.12	-
<b>Loan Given:</b>		
Innovana Techlabs Limited	99.83	362.39
Innovana Games Studio Limited	2.40	7.66
Innovana Infrastructure Limited	143.93	396.16
Innovana Astro Services Limited	257.75	317.27
Innovana Fitness Labs Limited	364.93	257.29
I Solve Software Services Limited	-	0.10
Laxo Medicare Private Limited	25.00	330.00
FreshoKartzAgri Products Private Limited	-	30.00
<b>Repayment of Loan Received:</b>		
Innovana Techlabs Limited	102.26	1,231.68
Innovana Games Studio Limited	2.40	-
Innovana Infrastructure Limited	319.86	303.97

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Innovana Astro Services Limited	558.30	37.45
Innovana Fitness Labs Limited	995.99	11.83
I Solve Software Services Limited	-	0.10
Laxo Medicare Private Limited	4.39	12.86
Freshokartz Agri Products Private Limited	2.45	3.30
<b>Investments in Associates</b>		
Laxo Medicare Private Limited	-	-
BIZ 365 Tech Private Limited	20.00	109.99
Adcounty Media India Private Limited	443.90	-

**Remuneration/ Fee Payable:**

Particulars	March 31, 2024	March 31, 2023
<b>Closing Balances with Related Parties:</b>		
Mr. Chandan Garg	6.00	5.50
Mr. Kapil Garg	2.78	3.75
Mrs. Swaran Kanta	0.76	1.00
Mrs. Nancy Garg	1.45	1.60
Mr. Narendra Kumar Garg	0.89	1.00
Mrs. Vartika Dangayach	0.88	1.00
Mr. Sanjeev Mittal (CFO)	0.98	1.00
Mr. Vasu Ajay Anand	0.65	0.65
Mrs. Alka Mittal	0.60	0.50
<b>Director Sitting Fees</b>		
Ms. Riya Sharma	0.18	0.18
Mr. Hemant Koushik	0.27	0.90
Mr. Arvind Kumar Sharma	1.08	1.08
<b>Loan Payable:</b>		
Mr. Chandan Garg	6.34	30.65
<b>Loan Receivable:</b>		
Innovana Techlabs Limited	-	-
Innovana Games Studio Limited	7.71	7.71
Innovana Infrastructure Limited	1,625.96	1,678.77
Innovana Astro Services Limited	15.68	299.69
Innovana Fitness Labs Limited	1,203.49	1,712.47
Laxo Medicare Private Limited	512.13	447.63
Freshokartz Agri Products Private Limited	40.02	38.94
<b>Trade Payable:</b>		
Innovana Techlabs Limited	-	184.57
Innovana Infrastructure Limited	-	100.08

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

Innovana Fitness Labs Limited	146.20	174.00
Mr. Chandan Garg	-	1.30
<b>Trade Receivable:</b>		
Innovana Infrastructure Limited	1.06	-
Innovana Astro Services Limited	1.06	-
I Solve Software Services Limited	1.06	-
<b>Advances Received From:</b>		
Bitguardian GMBH	-	694.48
S C Digital Protection Services SRL	-	682.89

**36. Fair Value Measurements**

Financial instruments by category

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
<b>Financial Assets</b>				
Investments *				
Equity Instruments	295.11	1487.37	312.68	890.13
Mutual Funds	839.04	-	782.72	-
Convertible Preference Shares	-	50.00	-	50.00
Fixed Deposits	-	3,708.37	-	3,419.68
Trade Receivables	-	330.58	-	-
Cash and Cash equivalents	-	13.25	-	83.03
Other Bank Balances	-	4.66	-	25.65
Loans (Current)	-	3,406.49	-	4,185.78
Other Financial Assets (Non-current)	-	10.88	-	10.97
<b>Total Financial Assets</b>	<b>1134.15</b>	<b>9,011.61</b>	<b>1095.40</b>	<b>8665.24</b>
<b>Financial Liabilities</b>				
Borrowings (Current)	-	502.22	-	30.65
Lease Liabilities (Including Current portion)	-	286.46	-	305.43
Trade Payables	-	630.94	-	1,070.50
Other Financial Liabilities	-	104.30	-	109.20
<b>Total Financial Liabilities</b>	<b>-</b>	<b>1,523.92</b>	<b>-</b>	<b>1,515.78</b>

\*The fair values of the investments is measured using quoted prices or NAV declared by mutual funds and are classified as level 1 fair values in the fair value hierarchy.

**(i) Fair Value Hierarchy**

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024***(Amount in Rs lacs, unless otherwise stated)*

instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**(ii) Fair Value of Financial Assets and Liabilities Measured at Amortised Cost**

The carrying amounts of Trade Receivables, Trade Payables, Cash and Cash equivalents, Other Bank Balances, Loan (Current), Other Financial Assets (Non-current), Other Financial Liabilities, are considered to be the same as their fair values, due to their short-term nature.

Majorly the security deposits and bank deposits are redeemable on demand and hence the fair values of security deposits and bank deposits are approximately equivalent to the carrying amount.

The Borrowings (Current), Lease Liabilities (Including Current portion) are carried at amortised cost. There is no material difference between carrying amount and fair value of Borrowings (Current), Lease Liabilities (Including Current portion) as at 31 March 2024 and 31 March 2023.

**37. Financial Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

**(A) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amounts of financial assets represent the maximum credit risk exposure.

A default on a financial asset is when the counterparty fails to make contractual payments as per agreed terms. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Assets are written off when there is no reasonable expectation of recovery. The Company writes off debtors when they fail to make contractual payment greater than 5 years past due.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Credit risk refers to the risk of default on its obligation by the counter party resulting in financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivable amounting to Rs. 330.58 lacs, Rs. NIL as at 31 March 2024 and 31 March 2023, respectively. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Company has a credit risk management policy in place to limit credit losses due to



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

*(Amount in Rs lacs, unless otherwise stated)*

non-performance of financial counter parties and customers. The Company monitors its exposure to credit risk on an ongoing basis at various levels. Outstanding customer receivables are regularly monitored. The Company closely monitors the acceptable financial counter party credit ratings and credit limits and revise where required in line with the market circumstances.

Due to the geographical spread and the diversity of the Company's customers, the Company is not subject to any significant concentration of credit risks at balance sheet date.

On account of adoption of Ind AS 109, the Company uses a simplified approach (lifetime expected credit loss model) for the purpose of computation of expected credit loss for trade receivables.

**Significant Estimates:** The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, "Financial Instruments", which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Management judgment is required for assessing the recoverability of trade receivables and the valuation of the allowances for impairment of trade receivables. The Company makes impairment allowance for trade receivables based on an assessment of the recoverability of trade receivables. Allowances are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible. The impairment allowance is estimated by management based on historical experience and current economic environment, The Company assesses the expected credit losses by calibrating historical experience with forward-looking estimates. This may include information regarding the industry in which debtors are operating, historical and post year-end payment records, as well as creditworthiness of debtors.

**Reconciliation of Loss Allowance on Trade Receivables**

Particulars	Amount
<b>Loss Allowance on April 1, 2022</b>	-
Changes in Loss Allowance during the year including bad debts written off against provision	-
<b>Loss Allowance on April 1, 2023</b>	-
Changes in Loss Allowance during the year including bad debts written off against provision	-
<b>Loss Allowance on March 31, 2024</b>	-

**Cash & Cash Equivalents and Bank Deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits accounts in different banks across the country.

**Other Financial Assets Measured at Amortised Cost**

Other financial assets measured at amortised cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

**(B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

**Maturities of Financial Liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.



**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*
**Contractual Maturities of Financial Liabilities:**

Particulars	Less than 1 years	More than 1 Year
<b>As at March 31, 2024</b>		
Borrowings	502.22	-
Lease Liability	21.62	264.84
Trade Payables	630.94	-
Other Financial Liabilities	104.30	-
<b>Total</b>	<b>1,259.09</b>	<b>264.84</b>
<b>As at March 31, 2023</b>		
Borrowings	30.65	-
Lease Liabilities	18.98	286.45
Trade Payables	1,070.50	-
Other Financial Liabilities	109.20	-
<b>As at March 31, 2022</b>	<b>1,229.33</b>	<b>286.45</b>

**(C) Market Risk**
**(i) Interest Rate Risk**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Variable Rate Borrowings	-	-
Fixed Rate Borrowings	502.22	30.65
Trade Payables	630.94	-

The Company on a regular basis monitors the changes in interest rate in the market to manage the portfolio of variable rate borrowings.

**(iii) Price Risk**

The Company's exposure to price risk arises from equity investments and equity oriented mutual funds held by the Company and classified in the Balance Sheet as fair value through Profit and Loss.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. The majority of the Company equity investment is publicly traded.

**38. Events Occurring After the Reporting Period**

In respect of the financial year ending March 31, 2024, no events are required to be reported which occurred after the reporting period.

**39. Capital Management**

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

The Company has complied with the debt covenants as per the terms of borrowing facilities throughout the reporting period.

**Dividends**

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Equity Shares		
Final dividend for the year ended March 31, 2023 of Rs. 1.50 (March 31, 2022 – Rs. 1.25) per fully paid share	-	153.75
Final dividend for the year ended March 31, 2024 of Rs. 0.25 (March 31, 2023 – Rs. 1.50) per fully paid share	51.25	-
Dividends not recognised at the end of the reporting period.	-	-

40. The Company has not entered into any transaction with the struck off Companies.

**41. Analytical Ratio**

S. No.	Ratio	UOM	Year Ended March 31, 2024	Year Ended March 31, 2023	Change in the current year
(A)	Current Ratio	Times	2.65	1.19	124%
(B)	Debt-Equity Ratio	Times	0.05	0.004	1059%
(C)	Debt Service Coverage Ratio	Times	8.33	80.92	-90%
(D)	Return on Equity Ratio	%	34.38%	21.73%	58%
(E)	Inventory Turnover Ratio	Times	-	-	-
(F)	Trade Receivables Turnover Ratio	Times	14.68	-	-
(G)	Trade Payables Turnover Ratio	Times	0.001	0.27	-99.65%
(H)	Net Capital Turnover Ratio	Times	1.88	5.37	-64.91%
(I)	Net Profit Ratio	%	62.50%	41.45%	50.76%
(J)	Return on Capital Employed	%	37.96%	30.67%	23.76%
(K)	Return on Investment	%	33.14%	19.85%	66.93%

S.No.	Ratio	Formula
(A)	Current Ratio	Total Current Asset/Total Current Liabilities
(B)	Debt-Equity Ratio	Net Debt <sup>1</sup> /Total Equity
(C)	Debt Service Coverage Ratio	Earnings <sup>2</sup> /Net Finance Charges <sup>3</sup>
(D)	Return on Equity Ratio	Net Profit After Tax/Average Net Worth <sup>4</sup>
(E)	Inventory Turnover Ratio	Cost of Goods Sold/Average Inventory <sup>5</sup>
(F)	Trade Receivables Turnover Ratio	Revenue from Operations/Closing Trade Receivables

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(Amount in Rs lacs, unless otherwise stated)*

(G)	Trade Payables Turnover Ratio	Total Purchases/Closing Trade Payable
(H)	Net Capital Turnover Ratio	Revenue from Operations/Average Working Capital <sup>6</sup>
(I)	Net Profit Ratio	Net Profit After Tax/Revenue from Operations
(J)	Return on Capital Employed	Earnings before Interest and Tax/Capital Employed <sup>7</sup>
(K)	Return on Investment	Earnings before Interest and Tax/Closing Total Assets

1. Net Debt = Total Borrowings
2. Earnings = Net Profit Before Tax+ Depreciation and Amortization +Finance Cost + Non-Cash Expense
3. Net Finance Charges = Interest and Principal Repayments Including Lease Payments
4. Average Net worth Calculated on the year end closing basis.
5. Average Inventory Calculated on the year end closing basis.
6. Average Working Capital = Current Assets - Current Liabilities.
7. Capital Employed = Total Assets - Current Liability

**42. Additional Regulatory Information Required by Schedule III of Companies Act, 2013**
**i. Details of Benami Property:**

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

**ii. Utilization of Borrowed Funds and Share Premium:**

(A) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
- (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

**iii. Compliance with Approved Scheme(s) of Arrangements:**

No scheme of arrangement has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013, hence, this is not applicable.

**iv. Undisclosed Income:**

There are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961.

**v. Details of Crypto Currency or Virtual Currency:**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**vi. Valuation of Property, Plant and Equipment and Intangible Assets:**

As the Company has chosen cost model for its Property, Plant and Equipment (Including Right-of-Use Assets) and Intangible Assets, the question of revaluation does not arise.

**vii. Loans or Advances to Specified Persons:**

The Company has granted loans or advances in the nature of loans to promoters, directors, KMPs or the related parties (as defined under Companies Act, 2013).

**Notes to the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2024**

*(Amount in Rs lacs, unless otherwise stated)*

**viii. Borrowings Secured Against Current Assets:**

The Company has no Borrowings secured against Current Assets.

**ix. Willful Defaulter:**

The Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

**x. Registration of Charges or Satisfaction with Registrar of Companies:**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

**xi. Compliance with Number of Layers of Companies:**

The Company complies with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**xii. Utilization of Borrowings Availed from Banks and Financial Institutions:**

The borrowings obtained by the Company have been utilized for the purpose for which the same was obtained.

43. Previous year's figures have been reclassified to conform to current year's classification.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

Place: Jaipur

Date: 15 May 2024



**INDEPENDENT AUDITOR'S REPORT**

**To the Members of INNOVANA THINKLABS LIMITED**

Report on the Audit of the Consolidated Financial Statements

**Opinion**

1. We have audited the accompanying consolidated financial statements of **Innovana Thinklabs Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate companies which comprise the consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate companies as at March 31, 2024, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

**Basis for opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group, its associate companies in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 14 of the Other Matters section below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 15, is sufficient and appropriate to provide a basis for our opinion.

The Statement includes the results of the following entities:

<b>Subsidiaries</b>	
1.	Innovana Techlabs Limited
2.	Innovana Fitness Labs Limited
3.	Innovana Infrastructure Limited
4.	Innovana Games Studio Limited
5.	Innovana Astro Services Limited
6.	I Solve Software Services Limited
<b>Associates Companies</b>	
1.	Laxo Medicare Private Limited
2.	Biz 365 Tech Private Limited
3.	Adcounty Media India Limited

**Key audit matters**

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no key audit matter to be communicated in our report.

**Other Information**

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this audit report. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the annual report, if we conclude that there is a material misstatement therein, we are required to report that fact and take the appropriate action as applicable under the relevant laws and regulation.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements.**

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.



**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
11. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

14. The consolidated financial statements include the Group's share of total comprehensive loss of Rs. 16.81 (In Lacs) for the year ended March 31, 2024 as considered in the consolidated financial statements, in respect of three associate companies which has not been audited by us. The financial information is unaudited and has been furnished to us by the management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these associate companies and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid associate companies, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

**Report on Other Legal and Regulatory Requirements**

15. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included by the respective auditors in their CARO 2020 reports issued in respect of the standalone/consolidated financial statements of the companies, as applicable, which are included in these Consolidated Financial Statements.
16. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet, the Statement of Consolidated Profit and Loss (including other comprehensive income), the Statement of Consolidated Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of associate companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- I. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group.
  - II. The Group did not have any long-term contracts including derivative contracts as at March 31, 2024 for which there were any material foreseeable losses.
  - III. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year.
  - IV. (a) The respective Managements of the Company and its subsidiaries and associate companies which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate companies respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries and associate companies to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The respective Managements of the Company and its subsidiaries and associate companies which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate companies respectively that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries and associate companies shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries and associate companies which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
  - V. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act. The subsidiary companies and associate companies has not declared or paid any dividend during the year.

VI. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company and its subsidiaries, associate companies, which are companies incorporated in India, with effect from April 1, 2023, and the same has operated throughout the year for all relevant transactions recorded in software. Further, during the course of our audit we did not come across any instance of audit trail feature being tempered with.

17. The Holding Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. The subsidiaries incorporated in India have not paid/provided any managerial remuneration to any director during the year.

**For Amit Ramakant & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 009184C**

**Amit Agarwal**  
Partner  
Membership Number: 077407  
UDIN: 24077407BKFJW8327

Place: Jaipur  
Date: 15<sup>th</sup> May 2024



**Annexure “A” to Independent Auditors' Report**

**Referred to in paragraph 16(f) of the Independent Auditor's Report of even date to the members of Innovana Thinklabs Limited on the consolidated financial statements for the year ended March 31, 2024**

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act**

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Innovana Thinklabs Limited (hereinafter referred to as “the Holding Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

**Management's Responsibility for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company and its subsidiary companies to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to consolidated financial statements is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

**Meaning of Internal Financial Controls with reference to Consolidated Financial statements**

6. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

7. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**Other matters**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to standalone financial statement of six subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**Amit Agarwal**

Partner

Membership Number: 077407

UDIN: 24077407BKFJW8327

Place: Jaipur

Date: 15<sup>th</sup> May 2024

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024**
*(Amount in Rs Lacs, unless otherwise stated)*

Particulars	Notes	As at	As at
		March 31, 2024	March 31, 2023
		Audited	Audited
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3(a)	1,543.16	1,583.53
Right-of-use-Assets	3(b)	1,427.20	1,086.87
Capital work-in-progress	3(a)	235.10	186.24
Intangible Assets Under Development	3(c)	289.83	-
Financial Assets			
(i) Investments	4(a)	4,932.00	3,927.39
(ii) Loans	4(b)	482.93	733.42
(iii) Other Financial Assets	4(c)	5,501.11	5,044.94
Income Tax Assets (Net)	5	56.36	49.44
MAT Credit (Assets)	6	697.02	562.61
Deferred Tax Assets (Net)	7	138.87	168.79
<b>Total Non-Current Assets</b>		<b>15,303.58</b>	<b>13,343.23</b>
<b>Current Assets</b>			
Inventories	8	1,415.03	997.69
Financial Assets			
(i) Trade Receivables	9	1,323.30	919.27
(ii) Cash and Cash Equivalents	10	566.59	419.18
(iii) Bank Balances other than (ii) above		4.66	25.65
(iv) Loans	4(b)	841.08	667.02
Other Current Asset	11	1,411.17	753.14
<b>Total Current Assets</b>		<b>5,561.83</b>	<b>3,781.95</b>
<b>Total Assets</b>		<b>20,865.41</b>	<b>17,125.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12	2,050.00	2,050.00
Other Equity	13		
Reserve & Surplus		14,208.77	9,042.14
Other Reserves		72.44	28.29
<b>Equity Attributable to Owners</b>		<b>16,331.21</b>	<b>11,120.43</b>
Non-Controlling Interests	14	307.82	-
<b>Total Equity</b>		<b>16,639.03</b>	<b>11,120.43</b>

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024 (Continued)**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	Notes	As at	As at
		March 31, 2024	March 31, 2023
		Audited	Audited
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
(i) Lease Liabilities	3(b)	1,260.75	1,024.89
Employee Benefit Obligations	15	136.26	141.06
Deferred tax Liabilities	16	3.60	5.37
<b>Total Non-Current Liabilities</b>		<b>1,400.61</b>	<b>1,171.32</b>
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Borrowings	17	753.46	135.82
(ii) Lease Liabilities	3(b)	247.81	74.55
(iii) Trade Payables	18		
-Total outstanding dues of Micro Enterprises & Small Enterprises		7.17	-
-Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises		1,137.78	1,280.48
(iv) Other Financial Liabilities	19	155.38	185.51
Employee Benefit Obligations	15	64.36	56.39
Current Tax Liabilities (Net)	20	264.13	52.73
Other Current Liabilities	21	195.68	3,047.95
<b>Total Current Liabilities</b>		<b>2,825.77</b>	<b>4,833.43</b>
<b>Total Equity and Liabilities</b>		<b>20,865.41</b>	<b>17,125.18</b>
<b>The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.</b>			
This is the Consolidated Balance Sheet referred to in our report of even date.			

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

Place: Jaipur

Date: 15 May 2024

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024**
*(Amount in Rs Lacs, unless otherwise stated)*

Particulars	Notes	Year Ended March 31, 2024	Year Ended March 31, 2023
		Audited	Audited
Revenue from Operations	22	10,080.55	7,918.55
Other Income	23	1,440.62	692.80
<b>Total Income</b>		<b>11,521.17</b>	<b>8,611.35</b>
<b>Expenses</b>			
Cost of Material & Services	24	1,605.85	1,171.82
Purchases of stock-in-trade	25	190.40	231.75
Change in Inventories of Work-in-Progress & Stock-in-trade	26	(404.51)	(272.23)
Employee Benefit Expenses	27	1,635.60	1,695.92
Depreciation & Amortization Expenses	28	447.50	395.94
Other Expenses	29	2,565.00	1,986.05
Finance Costs	30	180.24	126.90
<b>Total Expenses</b>		<b>6,220.08</b>	<b>5,336.15</b>
<b>Profit/ (Loss) Before Tax</b>		<b>5,301.09</b>	<b>3,275.20</b>
<b>Income Tax Expense</b>			
Current Tax	31	1,257.58	803.59
Deferred Tax		28.15	(158.86)
Mat Credit Entitlement		(134.40)	(128.11)
Tax Relating to Earlier Years		7.18	18.52
<b>Total Tax Expenses</b>		<b>1,158.51</b>	<b>535.14</b>
Share of Profit/(Loss) of Associate Companies		(16.81)	(49.96)
<b>Profit/ (Loss) for the Year</b>		<b>4,125.77</b>	<b>2,690.10</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss:			
Remeasurements of post-employment benefit plans, Net of Tax		44.59	(28.93)
<b>Total Other Comprehensive Income for the Year, Net of Tax</b>		<b>44.59</b>	<b>(28.93)</b>
<b>Total Comprehensive Income for the Year, Net of Tax</b>		<b>4,170.36</b>	<b>2,661.17</b>



**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2024 (Continued)**

(Amount in Rs Lacs, unless otherwise stated)

Particulars	Notes	Year Ended March 31, 2024	Year Ended March 31, 2023
		Audited	Audited
<b>Net Profit attributable to:</b>			
Owners		4,095.68	2,690.10
Non-controlling Interests		30.09	-
		<b>4,125.77</b>	<b>2,690.10</b>
<b>Total Comprehensive Income / (Loss) attributable to:</b>			
Owners		4,139.83	2,661.17
Non-controlling Interests		30.53	-
		<b>4,170.36</b>	<b>2,661.17</b>
<b>Earnings per share of face value of Rs. 10/- each</b>	32		
Basic (In Rs.)		20.13	26.17
Diluted (In Rs.)		20.13	26.17

The above Consolidated Statement of Profit and Loss should be read in conjunction with the accompanying notes.

This is the Consolidated Statement of Profit and Loss Including Other Comprehensive Income referred to in our report

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

Place: Jaipur

Date: 15 May 2024

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024**
*(Amount in Rs Lacs, unless otherwise stated)*
**i. Equity Share Capital**

Particulars	Notes	Amount
<b>Balance as at April 1, 2022</b>	<b>12</b>	1,025.00
Changes in equity share capital during the year (Bonus Share Issue)		1,025.00
<b>Balance as at March 31, 2023</b>		<b>2,050.00</b>
Changes in equity share capital during the year		-
<b>Balance as at March 31, 2024</b>		<b>2,050.00</b>

**ii. Other Equity**

Particulars	Reserves and Surplus			Reserves and Surplus	Non-Controlling Interests	Total
	General Reserve	Securities Premium	Retained Earnings	FVTOCI Reserve		
<b>Balance as at April 1, 2022</b>	259.27	59.00	7,212.52	57.22	-	7,588.02
Profit for the year	-	-	2,690.10	-	-	2,690.10
Other comprehensive income, net of income tax	-	-	-	(28.93)	-	(28.93)
<b>Total comprehensive income for the year</b>	<b>259.27</b>	<b>59.00</b>	<b>9,902.62</b>	<b>28.29</b>	<b>-</b>	<b>10,249.19</b>
Adjustments for the year	-	-	-	-	-	-
<b>Transaction with owners in their capacity as owners:</b>						
Final dividend paid during the year	-	-	153.75	-	-	153.75
Bonus shares issued during the year	259.27	59.00	706.73	-	-	1,025.00
<b>Balance as at March 31, 2023</b>	<b>-</b>	<b>-</b>	<b>9,042.14</b>	<b>28.29</b>	<b>-</b>	<b>9,070.44</b>
Profit for the year	-	-	4,095.68	-	30.09	4,125.77
Other comprehensive income, net of income tax	-	-	-	44.15	0.44	44.59
<b>Transactions with owners in their capacity as owners:</b>						
Final dividend paid during the year	-	-	51.25	-	-	51.25
Contribution by Non-Controlling Interest					2.02	2.02
Premium on Share Issued During the Year	-	1,122.19	-	-	275.27	1,397.46
<b>Balance as at March 31, 2024</b>	<b>-</b>	<b>1,122.19</b>	<b>13,086.57</b>	<b>72.44</b>	<b>307.82</b>	<b>14,589.03</b>

**The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.**

This is the Consolidated Statement of Changes in Equity referred to in our report of even date.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

Place: Jaipur

Date: 15 May 2024

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date: 15 May 2024



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/ (Loss) Before Income Tax	5,301.09	3,275.20
Adjustments for:		
Depreciation & Amortization Expenses	447.50	395.94
Interest Income	(584.96)	(212.55)
Finance Costs	180.24	126.90
Profit on Sale of Property / Investments	(3.51)	(163.04)
Changes in Fair Value of Mutual Funds	(441.74)	(313.17)
<b>Operating Profit Before Changes in Operating Assets and Liabilities</b>	<b>4,898.62</b>	<b>3,109.28</b>
Increase/(Decrease) in Trade Payables and Other Current Liabilities	(3,632.04)	(1,881.81)
(Increase)/Decrease in Income Tax Assets (Net)	933.08	908.27
(Increase)/Decrease in Trade and Other Receivables	(404.04)	(714.16)
(Increase)/Decrease in Loans & Advances	76.44	(397.10)
(Increase)/Decrease in Inventories	(417.34)	(272.23)
(Increase)/Decrease in Other Current Assets	(658.03)	196.13
(Increase)/Decrease in Other Financial Assets (Non-Current)	(39.67)	(50.45)
Increase/(Decrease) in Other Financial Liabilities (Current)	(30.13)	54.08
Increase/(Decrease) in Employee Benefit Obligations (Non-Current)	39.77	11.58
Increase/(Decrease) in Employee Benefit Obligations (Current)	7.97	40.97
<b>Cash Generated from Operations</b>	<b>774.63</b>	<b>1,004.56</b>
Income Taxes Paid (Net)	940.00	725.00
<b>Net Cash Inflow from Operating Activities (A)</b>	<b>(165.37)</b>	<b>279.56</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from Sale of Investments	21.08	1,807.13
Payment for Purchase of Investments	(597.24)	(1,166.73)
Payment for Purchase of Property, Plant and Equipment & CWIP	(796.31)	(437.34)
Payment for Intangible Assets Under Development	(289.83)	-
Net Movement in Other Bank Balances	(416.51)	(4,982.11)
Interest Received	584.96	212.55

<b>CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2024 (Continued)</b>		
<i>(All amounts Rs. in Lacs, unless otherwise stated)</i>		
<b>Particulars</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
<b>Net Cash Inflow/(Outflow) from Investing Activities (B)</b>	<b>(1,493.85)</b>	<b>(4,566.50)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issues of Shares	1,399.49	-
Dividend Paid	(51.25)	(153.75)
Proceeds/(Repayment) of Borrowings	617.64	(220.67)
Finance Costs	(180.24)	(126.90)
<b>Net Cash Outflow from Financing Activities (C)</b>	<b>1,785.64</b>	<b>(501.32)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>126.42</b>	<b>(4,788.26)</b>
Cash and Cash Equivalents at the beginning of the year	444.83	5,233.09
<b>Cash and Cash Equivalents at end of the year</b>	<b>571.25</b>	<b>444.83</b>

<b>Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows</b>		
<b>Cash and Cash Equivalents as per above comprise the following:</b>	<b>Year Ended March 31, 2024</b>	<b>Year Ended March 31, 2023</b>
<b>Cash and Cash Equivalents</b>		
Cash on hand	301.42	149.88
Balances with Banks:		
In Current Accounts	265.17	269.30
Unpaid Dividend Accounts	4.35	8.49
Unspent CSR Account	0.31	17.16
<b>Total</b>	<b>571.25</b>	<b>444.83</b>

**The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.**  
This is the Consolidated Statement of Cash Flows referred to in our report of even date.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**AMIT AGARWAL**

Partner

Membership Number: 077407

**For and on behalf of the Board of Directors**

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Place: Jaipur

Date: 15 May 2024

Date: 15 May 2024

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024***(All amounts Rs. in Lacs, unless otherwise stated)***Note 1****Background**

Innovana Thinklabs Limited ("the Company") is a Company limited by shares, incorporated and domiciled in India. It is a company listed at National Stock Exchange (NSE) Emerge platform. The Registered Office and Corporate office of the Company is located at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri, Vistar Yojna, Raja Park, Jaipur, Rajasthan.

The Company, together with its subsidiaries (collectively referred to as "the Group") and the Group's interest in associates. The Group is primarily engaged in the business of Software development but its 100% subsidiary companies operate in different segments are: 1) Innovana Techlabs Limited operates in Software development Activities; 2) Innovana Fitness Labs Limited operates in Gym and Fitness Activities (not 100%); 3) Innovana Infrastructure Limited operates in Construction and Infrastructure Development Activities 4) Innovana Astro Services Limited engender in online Astro series and related work 5) Innovana Games Studio Limited Company engaged to online gaming application or online game portal 6) I Solve Software Services Limited engaged in development services for client base activities.

**Note 2: Summary of Significant Accounting Policies**

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of Innovana Thinklabs Limited ("the Company") and its subsidiaries.

**(a) Basis of Preparation**

- i. Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

- ii. Historical Cost Convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:-

Certain financial assets and liabilities that are measured at fair value

**(b) Principles of consolidation**

- i. Subsidiaries
- i. Associates

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Indian subsidiaries considered in the consolidated financial statements are:

S.No.	Name of Company	Date of Incorporation	% of Holding	No of Shares held
1	Innovana Techlabs Limited	21-12-2017	100%	10,000
2	Innovana Fitness Labs Limited	25-12-2019	71.19%	50,000
3	Innovana Infrastructure Limited	04-02-2020	100%	50,000
4	Innovana Astro Services Limited	15-07-2020	100%	50,000
5	Innovana Games Studio Limited	17-07-2020	100%	50,000
6	I Solve Software Services Limited	12-09-2021	100%	50,000

ii. Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group has no substantive right to take decisions about the relevant activities in such entities. Investments in associates are accounted for using the equity method of accounting (see (iv) below, after initially being recognised at cost.)

The associates considered in the consolidated financial statements are:

Name of Associates Company	Country of Incorporation	% of holding as on March 31, 2024
Laxo Medicare Private Limited	India	35.00%
Biz 365 Tech Private Limited	India	30.00%
Adcounty Media India Limited	India	25.00%

**(c) Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The Board of Directors assesses the financial performance and position of the Group, and makes strategic decisions and has been identified as chief operating decision maker (CODM). Refer note 36 for reportable segments determined by the Group.

**(d) Foreign Currency Translation**

i. Functional and Presentation Currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is Innovana Thinklabs Limited's functional and presentation currency.

ii. Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other income.

**(e) Revenue Recognition**

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to be received in exchange for those products or services. Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are exclusive of goods and service tax, net of returns, trade allowances and rebates.

Revenue is recognized when the Goods/ Services are delivered to customers.

**(f) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Tax expense comprises current and deferred tax. Current and deferred tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**(g) Leases**

As a Lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include net present value of the following lease payments:



- Fixed payments (including in substance fixed payments), less any lease incentives receivable
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable by the Company under residual value guarantees
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- Payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for lease in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct costs, and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of twelve months or less.

#### **(h) Impairment of Assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are compared at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### **(i) Cash and Cash Equivalents**

For the purpose of presentation in the cash flow statement, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, other highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Other Bank Balances



Other bank balances consist of term deposits with banks, which have original maturities of more than three months. Such assets are recognised and measured at amortised cost (including directly attributable transaction cost) using the effective interest method, less impairment losses, if any.

**(j) Trade Receivables**

Trade receivables are amounts due from customers for goods/services sold in ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using effective interest method, less loss allowance.

**(k) Inventories**

Raw materials, work in progress and finished goods

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Costs of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Obsolete and slow-moving stocks are identified on the basis of regular reviews by the management and, where necessary, adequate provision is made for such stock.

**(l) Investments and Other Financial Assets**

i. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in the statement of profit and loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

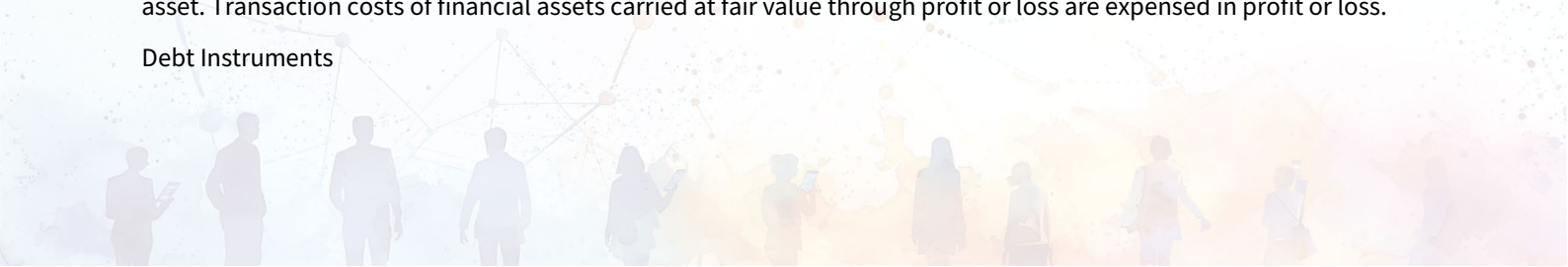
ii. Recognition

Regular way purchases and sales of financial assets are recognised on trade date, on which the Company commits to purchase or sale the financial asset.

iii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt Instruments



Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.  
Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other income or other expenses. Impairment losses are presented as separate line item in the statement of profit and loss.
- **Fair Value Through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the statement of profit and loss and recognised in other income. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gain and losses are presented in other income and impairment expenses are presented as separate line item in statement of profit and loss.
- **Fair Value Through Profit or Loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised and presented net in the statement of profit and loss within other income or other expenses in the period in which it arises. Interest income from these financial assets is included in other income.

#### Investments in Mutual Funds and Equity Instruments

Investment in mutual funds and equity instruments are classified as fair value through profit or loss as they are not held within a business model whose objective is to hold assets in order to collect contractual cash flows and the contractual terms of such assets do not give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

#### iv. Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 45 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

#### v. Derecognition of Financial Assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or



- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### vi. Income Recognition

##### Interest Income

Interest income from financial assets at fair value through the profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using effective interest method is recognised in the statement of profit and loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit impaired.

##### Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

#### **(m) Investment in Subsidiaries**

A subsidiary is an entity controlled by the Company. Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

#### **(n) Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

#### **(o) Property, Plant and Equipment**

Land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost comprises the purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is

derecognised when replaced. All other repairs and maintenance are charged to Statement of profit and loss during the reporting period in which they are incurred.

**Depreciation Methods, Estimated Useful Lives and Residual Value**

Depreciation is calculated using the written down value method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Particulars	Estimate of Useful life
Buildings	30 years
Plant & Machinery	10-15 years
Furniture & Fixtures	10 years
Motor Vehicles	8 years
Office Equipments	5 years

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of profit and loss within other income or other expenses.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date are classified as capital advances under non-current assets.

Capital work-in-progress excluding capital advances includes property, plant and equipment under construction and not ready for intended use as on Balance Sheet date.

**(p) Trade and Other Payables**

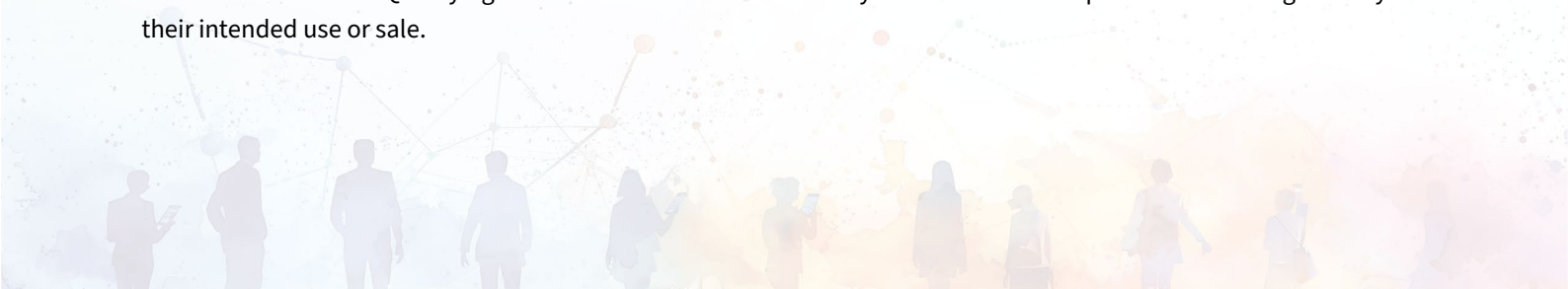
These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**(q) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

**(r) Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.



Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

### **(s) Provisions and Contingent Liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

### **(t) Employee Benefits**

#### *i.* Short-Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### *ii.* Post-Employment Obligations

The Company operates the following post-employment schemes:

- (a) Defined benefit plan (Gratuity)
- (b) Defined contribution plans (Provident Fund).

#### Defined Benefit Plan (Gratuity)

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.



Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit and loss as past service cost.

#### Defined Contribution Plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### **(u) Contributed Equity**

Equity Shares are Classified as Equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### **(v) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

#### **(w) Earnings Per Share**

Basic Earnings Per Share

Basic earnings per share are calculated by dividing the profit or loss for the year attributable to equity to the owners of the Company by the weighted average number of equity shares outstanding during the year.

The Company does not have any dilutive potential equity shares.

#### **(x) Rounding of Amounts**

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest thousands upto two decimal places as per the requirement of Schedule III, unless otherwise stated.

#### **Note 2: Critical Estimates and Judgement**

The preparation of consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the consolidated financial statements.

#### Critical Estimates and Judgements

The areas involving critical estimates or judgements are:

- Estimates of defined benefit obligation – Note 15
- Estimate of useful life of fixed assets – Note 3(a)

Estimation and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.





**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
**3(a). Property, Plant and Equipment**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2024
	As at April 1, 2023	Addition During the year	Disposal During the Year	As at March 31, 2024	As at April 1, 2023	For the Year	Disposals During the year	As at March 31, 2024	
Land	195.83	-	-	195.83	-	-	-	-	195.83
Buildings	922.99	51.94	-	974.93	143.09	47.19	-	190.28	784.65
Plant & Machinery	720.52	88.65	-	809.17	215.36	103.23	-	318.59	490.58
Furniture & Fittings	52.50	1.65	-	54.15	28.77	6.45	-	35.22	18.93
Motor Vehicles	142.50	-	-	142.50	97.14	26.09	-	123.23	19.27
Office Equipment	108.90	7.44	-	116.34	77.84	10.26	-	88.10	28.24
Computer & Data Processing Units	13.07	7.04	-	20.11	10.58	3.87	-	14.45	5.66
<b>Total (A)</b>	<b>2,156.31</b>	<b>156.72</b>	<b>-</b>	<b>2,313.03</b>	<b>572.78</b>	<b>197.09</b>	<b>-</b>	<b>769.87</b>	<b>1,543.16</b>
<b>Capital Work in Progress</b>									
Buildings	186.24	48.86	-	235.10	-	-	-	-	235.10
<b>Total (B)</b>	<b>186.24</b>	<b>48.86</b>	<b>-</b>	<b>235.10</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>235.10</b>
<b>Total (A+B)</b>	<b>2,342.55</b>	<b>205.58</b>	<b>-</b>	<b>2,548.13</b>	<b>572.78</b>	<b>197.09</b>	<b>-</b>	<b>769.87</b>	<b>1,778.26</b>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2023
	As at April 1, 2022	Addition During the year	Disposal During the Year	As at March 31, 2023	As at April 1, 2022	For the Year	Disposals During the year	As at March 31, 2023	
Land	195.83	-	-	195.83	-	-	-	-	195.83
Buildings	922.99	-	-	922.99	99.75	43.34	-	143.09	779.90
Plant & Machinery	582.62	137.90	-	720.52	113.05	102.31	-	215.36	505.16
Furniture & Fittings	51.77	0.73	-	52.50	20.69	8.08	-	28.77	23.73
Motor Vehicles	142.50	-	-	142.50	83.38	13.76	-	97.14	45.36
Office Equipment	105.45	3.45	-	108.90	60.51	17.33	-	77.84	31.06
Computer & Data Processing Units	12.32	0.75	-	13.07	7.99	2.59	-	10.58	2.49
<b>Total (A)</b>	<b>2,013.48</b>	<b>142.83</b>	<b>-</b>	<b>2,156.31</b>	<b>385.37</b>	<b>187.41</b>	<b>-</b>	<b>572.78</b>	<b>1,583.53</b>
<b>Capital Work In Progress</b>									
Buildings	40.00	146.24	-	186.24	-	-	-	-	186.24
<b>Total (B)</b>	<b>40.00</b>	<b>146.24</b>	<b>-</b>	<b>186.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>186.24</b>
<b>Total (A+B)</b>	<b>2,053.48</b>	<b>289.07</b>	<b>-</b>	<b>2,342.55</b>	<b>385.37</b>	<b>187.41</b>	<b>-</b>	<b>572.78</b>	<b>1,769.77</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Ageing of Capital Work-in-Progress as at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	48.86	146.24	40.00	-	235.10
<b>Total</b>	<b>48.86</b>	<b>146.24</b>	<b>40.00</b>	<b>-</b>	<b>235.10</b>

Ageing of Capital Work-in-Progress as at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	146.24	40.00	-	-	186.24
<b>Total</b>	<b>146.24</b>	<b>40.00</b>	<b>-</b>	<b>-</b>	<b>186.24</b>

**Note:**

As at March 31, 2024: Capital work-in-Progress mainly comprises extension of building.

As at March 31, 2023: Capital work-in-Progress mainly comprises extension of building.

**3(b). Right-of-use-Assets**

This note provides information for leases where the Company is a lessee.

**Land Lease**

Leasehold land represents land taken on finance lease under long term multi-decade lease term, capitalised at the present value of the aggregate future minimum lease payments (which include annual lease rentals in addition to the initial payment made at the inception of the lease). There are no contingent payments.

**Building & Equipment Lease**

Leasehold building represents building taken on finance lease under long term multi-decade lease term, capitalised at the present value of the aggregate future minimum lease payments (which include annual lease rentals in addition to the initial payment made at the inception of the lease). Equipment lease tenure ranging from 3 to 5 years.

**(i) Amounts Recognised in Balance Sheet**

The Balance Sheet shows the following amounts relating to lease.

Particulars	As At March 31, 2024	As At March 31, 2023
<b>Right-of-use Assets</b>		
Land Lease	250.61	281.13
Building & Equipment Lease	1,176.59	805.74
<b>Total</b>	<b>1,427.20</b>	<b>1,086.87</b>
Lease Liabilities		
Current	247.81	74.55
Non-Current	1,260.75	1,024.89
<b>Total</b>	<b>1,508.56</b>	<b>1,099.44</b>

**(ii) Amounts Recognised in the Statement of Profit and Loss**

The Statement of Profit and Loss shows the following amounts relating to leases.

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>Depreciation charge on Right-of-use-Assets</b>		
Land Lease	30.53	28.11

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Building & Equipment Lease	219.88	180.43
<b>Total</b>	<b>250.41</b>	<b>208.54</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest Expense (Included in Note No. 30- Finance Costs)	118.31	87.66
<b>Total</b>	<b>118.31</b>	<b>87.66</b>

(iii) **Variable Lease Payments:** The Group does not have any leases with variable lease payments.

(iv) **Extension and Termination Options:** There are no extension and termination options available in the lease contracts.

(v) **Residual Value Guaranteed:** There are no residual value guaranteed in the lease contracts.

**3(c). Intangible Assets Under Development**

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2024
	As at April 1, 2023	Addition During the year	Disposal During the Year	As at March 31, 2024	As at April 1, 2023	For the Year	Disposals During the year	As at March 31, 2024	
Software	-	289.83	-	289.83	-	-	-	-	289.83
<b>Total</b>	-	<b>289.83</b>	-	<b>289.83</b>	-	-	-	-	<b>289.83</b>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount as at March 31, 2023
	As at April 1, 2022	Addition During the year	Disposal During the Year	As at March 31, 2023	As at April 1, 2022	For the Year	Disposals During the year	As at March 31, 2023	
Software	-	-	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-	-	-

**Ageing of Intangible Assets Under Development as at March 31, 2024**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	289.83	-	-	-	289.83
<b>Total</b>	<b>289.83</b>	-	-	-	<b>289.83</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

**Ageing of Intangible Assets Under Development as at March 31, 2023**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in Progress	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

Note:

As at March 31, 2024: Intangible Assets Under Development encompasses the ongoing Software Development.

Particulars	As At March 31, 2024	As At March 31, 2023
<b>4(a). Non-Current Investments</b>		
<b>Investment in Equity Instruments (Fully Paid up)</b>		
<b>Quoted</b>		
<b>Equity Shares Units</b>	295.11	312.68
Equity Shares		
<b>Total</b>	<b>295.11</b>	<b>312.68</b>
<b>Unquoted</b>		
<b>Laxo Medicare Private Limited</b>	300.05	300.05
Number Of Units 5,385 (March 31, 2023: 5,385)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>BIZ 365 Tech Private Limited</b>	149.99	129.99
Number Of Units 42,855 (March 31, 2023: 37,141)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Adcounty Media India Private Limited</b>		
Number Of Units 2,500 (March 31, 2023: NIL)	443.90	-
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Add/ (Less):</b> Accumulated share of profit/ (loss) in Associate Companies	(134.83)	(118.02)
<b>Total</b>	<b>759.11</b>	<b>312.02</b>
<b>Investment in Equity Instruments of Others (Fully Paid-up)</b>		
<b>Freshokartz Agri Products Private Limited</b>	100.00	100.00
Number Of Units 3,334 (March 31, 2023: 3,334)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Particulars</b>	<b>As At March 31, 2024</b>	<b>As At March 31, 2023</b>
<b>ALBJ Green Power Private Limited</b>	93.42	93.42
Number Of Units 1,839 (March 31, 2023: 1,839)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		
<b>Wevois Labs Private Limited</b>	400.01	266.66
Number Of Units 585 (March 31, 2023: 390)		
Equity Shares of face value of Rs. 10/- each (Fully Paid-up)		

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

<b>Total</b>	<b>593.43</b>	<b>460.08</b>
<b>Investment in Compulsory Convertible Preference Shares (Fully Paid-Up)</b>		
<b>Unquoted</b>		
<b>RTAF Freshokartz I</b>	50.00	50.00
Number Of Units 5,000 (March 31, 2023: 5,000)		
Preference Shares of face value of Rs. 1,000/- each		
<b>Total</b>	<b>50.00</b>	<b>50.00</b>
<b>Investment in Mutual Funds ( measured at FVTPL)</b>		
<b>Quoted</b>		
<b>Debt Oriented Mutual Fund</b>		
<b>1. ICICI Prudential Ultra Short Term Fund Growth</b>	839.03	782.73
Number Of Units 33,14,848.484 (March 31, 2023: 33,14,848.484)		
<b>2. ICICI Prudential Asset Allocator Fund-PAMP</b>	828.01	679.22
Number Of Units 7,98,037.058 (March 31, 2023: 7,98,037.058)		
<b>3. ICICI Prudential Floating Interest Fund-P1543</b>	254.75	235.82
Number Of Units 66,229.804 (March 31, 2023: 66,229.804)		
<b>4. ICICI Prudential Ultra Short Term-12897559/41</b>	57.97	54.08
Number Of Units 2,29,014.818 (March 31, 2023: 2,29,014.818)		
<b>Total</b>	<b>1,979.76</b>	<b>1,751.85</b>
<b>Equity Oriented Mutual Fund</b>		
<b>1. ICICI Prudential Balance Adv Fund-Pedwrg</b>	559.19	455.68
Number Of Units 8,67,635.577 (March 31, 2023: 8,67,635.577)		
<b>Particulars</b>	<b>As At March 31, 2024</b>	<b>As At March 31, 2023</b>
<b>2. ICICI Prudential Balanced Advantage Fund-Gr Pedwrg</b>	75.16	61.24
Number Of Units 1,16,612.245 (March 31, 2023: 1,16,612.245)		
<b>3. ICICI Prudential Equity Saving Fund-12894602/85</b>	375.17	336.46
Number Of Units 18,51,759.264 (March 31, 2023: 18,51,759.264)		
<b>4. ICICI Prudential Equity Saving Fund-P2556</b>	147.67	132.43
Number Of Units 7,28,855.740 (March 31, 2023: 7,28,855.740)		
<b>5. ICICI Prudential Psu Equity Fund-Growth P3489</b>	94.40	51.95
Number Of Units 4,99,975.001 (March 31, 2023: 4,99,975.001)		
<b>Total</b>	<b>1,251.59</b>	<b>1,037.76</b>
<b>Investment in Partnership Firm</b>		
<b>Unquoted</b>		
Capital in Prishav Buildcoin (Parternship Firm)	3.00	3.00
<b>Total</b>	<b>3.00</b>	<b>3.00</b>
<b>Total Investment</b>	<b>4,932.00</b>	<b>3,927.39</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

<b>Aggregate Amount of Quoted Investments &amp; market value thereof</b>	3,526.46	3,102.29
<b>Aggregate Amount of Unquoted Investments</b>	1,405.54	825.10
<b>Aggregate Amount of Impairment in the Value of Investments</b>	-	-

Particulars	As At March 31, 2024		As At March 31, 2023	
	Current	Non-Current	Current	Non-Current
<b>4(b). Loans</b>				
Loan to Associates	512.13	-	447.63	-
Other Loans & Advances	328.95	482.93	219.39	733.42
<b>Total</b>	<b>841.08</b>	<b>482.93</b>	<b>667.02</b>	<b>733.42</b>
Less: Loss Allowance	-	-	-	-
<b>Total</b>	<b>841.08</b>	<b>482.93</b>	<b>667.02</b>	<b>733.42</b>

**Break-up of security details**

Particulars	As at March 31, 2024	As at March 31, 2023
Loans considered good – secured	-	-
Loans considered good – unsecured	1,324.01	1,400.44
Loans which have significant increase in credit risk	-	-
Loans – credit impaired	-	-
<b>Total</b>	<b>1,324.01</b>	<b>1,400.44</b>
Loss allowance	-	-
<b>Total</b>	<b>1,324.01</b>	<b>1,400.44</b>

**Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):**

Particulars	March 31, 2024		March 31, 2023	
	Amount Outstanding	Percentage to the total loans and advances in the nature of loans	Amount Outstanding	Percentage to the total loans and advances in the nature of loans
<b>a) amounts repayable on demand</b>				
Promoters	-	-	-	-
Directors	-	-	-	-
Key managerial personnel	-	-	-	-
Other related parties	512.13	38.68%	447.63	31.96%
<b>b) without specifying any terms or period of repayment</b>				
Promoters	-	-	-	-
Directors	-	-	-	-
Key managerial personnel	-	-	-	-
Other related parties	-	-	-	-
<b>Total</b>	<b>512.13</b>	<b>38.68%</b>	<b>447.63</b>	<b>31.96%</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	As At March 31, 2024	As At March 31, 2023
<b>4(c). Other Financial Assets (Non-Current)</b>		
National Saving Certificates (NSC)	0.28	0.28
Security Deposits	102.22	62.55
Other Bank Balances		
Deposits with original maturity of more than 12 months	5,398.61	4,982.11
<b>Total</b>	<b>5,501.11</b>	<b>5,044.94</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>5. Income Tax Assets (Net)</b>		
Advance Tax & TDS Receivables	247.03	253.46
Less: Payables	190.67	204.02
<b>Closing Balance</b>	<b>56.36</b>	<b>49.44</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>6. MAT Credit (Assets)</b>		
Opening Balance	562.61	438.34
Adjustment during the year	80.78	(3.84)
MAT Credit during the year	53.63	128.11
<b>Total</b>	<b>697.02</b>	<b>562.61</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>7. Deferred Tax Assets</b>		
Balance at the beginning of the year	168.79	2.71
Adjustment during the year	-	6.47
Increase/ (Decrease) in Deferred Tax Assets	(29.92)	159.61
<b>Net Deferred Tax Assets</b>	<b>138.87</b>	<b>168.79</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>8. Inventories</b>		
Work-in-Progress	980.05	765.94
Traded Goods	422.15	231.75
Consumable	12.83	-
<b>Total</b>	<b>1,415.03</b>	<b>997.69</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	As At March 31, 2024	As At March 31, 2023
<b>9. Trade Receivables</b>		
Trade Receivables from Contract with Customers	1,323.30	919.27
Trade Receivables from Contract with Customers- Related Parties (Refer Note 36)		
Less: - Loss Allowance	-	-
<b>Total</b>	<b>1,323.30</b>	<b>919.27</b>
Current Portion	1,323.30	919.27
Non-Current Portion	-	7.00
<b>Break-up of Security Details</b>		
Trade Receivable Secured, Considered Good		
Trade Receivable Unsecured, Considered Good	1,323.30	919.27
Trade Receivables which have Significant Increase in Credit Risk	-	-
Trade Receivables - Credit Impaired	-	-
<b>Total of Trade Receivables (Gross)</b>	<b>1,323.30</b>	<b>919.27</b>
<b>Impairment Allowance on Trade Receivables</b>		
Less: - Loss Allowance		
<b>Total Trade Receivables (Net)</b>	<b>1,323.30</b>	<b>919.27</b>

**Ageing of Trade Receivables as at March 31, 2024**

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
i) Undisputed Trade Receivables- Considered Good	208.43	860.09	148.60	9.40	96.78	-	1,323.30
ii) Undisputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>208.43</b>	<b>860.09</b>	<b>148.60</b>	<b>9.40</b>	<b>96.78</b>	<b>-</b>	<b>1,323.30</b>



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*
**Ageing of Trade Receivables as at March 31, 2023**

Particulars	Outstanding for following period from due date of payment						Total
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	
i) Undisputed Trade Receivables- Considered Good	20.80	786.18	0.51	111.78	-	-	919.27
ii) Undisputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
iii) Undisputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-	-
v) Disputed Trade Receivables- Which have Significant Increase in Credit Risk	-	-	-	-	-	-	-
vi) Disputed Trade Receivable- Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>20.80</b>	<b>786.18</b>	<b>0.51</b>	<b>111.78</b>	<b>-</b>	<b>-</b>	<b>919.27</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>10. Cash and Bank Balances</b>		
(a) Cash and Cash Equivalents		
Cash on hand	301.42	149.88
Balances with Banks:		
In Current Accounts	265.17	269.30
<b>Total (a)</b>	<b>566.59</b>	<b>419.18</b>
<b>(b) Other Bank Balances</b>		
Unpaid Dividend Accounts	4.35	8.49
Unspent CSR Accounts	0.31	17.16
<b>Total (b)</b>	<b>4.66</b>	<b>25.65</b>

Particulars	As At March 31, 2024	As At March 31, 2023
<b>11. Other Current Assets</b>		
Advance to Employee	49.34	26.26
Advance to Suppliers	1,107.28	379.37
Prepaid Expenses	79.06	97.23
Balances with Government Authorities	172.70	248.40
Other Receivables	2.79	1.88
<b>Total</b>	<b>1,411.17</b>	<b>753.14</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	As At March 31, 2024	As At March 31, 2023
<b>12. Equity Share Capital</b>		
<b>Authorised:</b>		
2,10,00,000 (March 31, 2023: 2,10,00,000) Equity Shares of Rs. 10/- each	2,100.00	2,100.00
<b>Issued, Subscribed and Fully Paid-Up:</b>		
2,05,00,000 (March 31, 2023: 2,05,00,000) Equity Shares of Rs. 10/- each	2,050.00	2,050.00
(Out of above 1,64,00,000 Equity Shares of Rs. 10/- each (Fully Paid-Up) allotted by way of Bonus Shares)		
<b>Total</b>	<b>2,050.00</b>	<b>2,050.00</b>

**(a) Movement in Equity Shares Capital**

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year	2,05,00,000	2,050.00	1,02,50,000	1,025.00
Add: Bonus shares issued during the year	-	-	1,02,50,000	1,025.00
<b>Balance at the end</b>	<b>2,05,00,000</b>	<b>2,050.00</b>	<b>2,05,00,000</b>	<b>2,050.00</b>

**(b) Rights, Preferences and Restrictions Attached to Shares**

**Equity Shares:** The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(c) Details of shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Percentage Holding	No. of Shares	Percentage Holding
Equity Shares:				
(i) Chandan Garg	1,46,08,400	71.2605%	1,46,00,000	71.2195%
<b>Total</b>	<b>1,46,08,400</b>	<b>71.2605%</b>	<b>1,46,00,000</b>	<b>71.2195%</b>

**Details of shareholding of promoters as at March 31, 2024**

Name of Promoters	No. of Shares	% of Total Shares	% Change during the period
(i) Chandan Garg	1,46,08,400	71.2605%	0.00
(ii) Kapil Garg	3,98,000	1.9415%	-
(iii) Swaran Kanta	400	0.0020%	-
(iv) Nancy	400	0.0020%	-
(v) Priyanka Garg	4,400	0.0215%	-
(vi) Akash Bansal	400	0.0020%	-
(vii) Narendra Kumar Garg	400	0.0020%	-

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*
**Details of shareholding of promoters as at March 31, 2023**

Name of Promoters	No. of Shares	% of Total Shares	% Change during the period
(i) Chandan Garg	1,46,00,000	71.2195%	-
(ii) Kapil Garg	3,98,000	1.9415%	-
(iii) Swaran Kanta	400	0.0020%	-
(iv) Nancy	400	0.0020%	-
(v) Priyanka Garg	4,400	0.0215%	1000%
(vi) Akash Bansal	400	0.0020%	-
(vii) Narendra Kumar Garg	400	0.0020%	-

**(d) Bonus Shares issued during the immediately preceding five years.**

- (i) (i) During the financial year 2019-20, the Company issued bonus shares 61,50,000 equity shares of Rs. 10 each (fully paid-up) aggregating to Rs. 615 Lacs.
- (ii) During the financial year 2022-23, the Company issued bonus shares 1,02,50,000 equity shares of Rs. 10 each (fully paid-up) aggregating to Rs.1,025 Lacs.

**(e) Shares bought back during the immediately preceding five years.**

No shares have been bought back during the immediately preceding five years.

Particulars	As At March 31, 2024	As At March 31, 2023
<b>13. Other Equity</b>		
<b>Reserves and Surplus</b>		
General Reserve		
Securities Premium	1,122.19	-
Retained Earnings	13,086.57	9,042.14
<b>Total (A)</b>	<b>14,208.77</b>	<b>9,042.14</b>
<b>Other Reserves</b>		
FVTOCI Reserve	72.44	28.29
<b>Total (B)</b>	<b>72.44</b>	<b>28.29</b>
<b>Total (A+B)</b>	<b>14,281.21</b>	<b>9,070.43</b>
<b>Movement of Reserves:</b>		
<b>General Reserve</b>		
Balance as at the beginning of the year	-	259.27
Less: -Utilization for issuing bonus share	-	259.27
<b>Balance as at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Securities Premium</b>		
Balance as at the beginning of the year	-	59.00
Add: Premium on Share Issued During the Year	1,122.19	-
Less:-Utilisation for issuing bonus share	-	59.00

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

<b>Balance as at the end of the year</b>	<b>1,122.19</b>	-
<b>Retained Earnings</b>		
Balance as at the beginning of the year	9,042.14	7,212.52
Profit/ (Loss) for the year	4,095.68	2,690.10
<b>Transactions with owners in their capacity as owners:</b>		
Final dividend paid during the year	51.25	153.75
Bonus share issued during the year	-	706.73
<b>Balance as at the end of the year</b>	<b>13,086.57</b>	<b>9,042.14</b>
<b>FVTOCI Reserve</b>		
Balance as at the beginning of the year	28.29	57.22
Other comprehensive income, net of income tax	44.15	(28.93)
<b>Balance as at the end of the year</b>	<b>72.44</b>	<b>28.29</b>

**Nature and Purpose of Reserves**

- Securities Premium:** Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.
- General Reserve:** General Reserve created in earlier years has been utilized for issuing bonus shares in accordance with the Act.

*(All amounts Rs. in Lacs, unless otherwise stated)*

Particulars	As At March 31, 2024	As At March 31, 2023
<b>14. Non-Controlling Interests</b>		
Non-Controlling Interest	307.82	-
<b>Total</b>	<b>307.82</b>	<b>-</b>

Particulars	As at March 31, 2024		As at March 31, 2023	
	Current	Non-current	Current	Non-current
<b>15. Employee Benefit Obligations</b>				
Gratuity	41.06	136.26	41.89	141.06
Leave Obligations	23.30	-	14.50	-
<b>Total Employee Benefit Obligations</b>	<b>64.36</b>	<b>136.26</b>	<b>56.39</b>	<b>141.06</b>

**(A) Leave Obligation**

The entire amount of the provision of Rs. 23.30 lacs (March 31, 2023: Rs. 14.50 lacs) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**(B) Defined Contribution Plans**

The Company has defined contribution plan for its employees' retirement benefits comprising Provident Fund & Employees' State Insurance Fund. The Company and eligible employees make monthly contribution to the above mentioned funds at a specified percentage of the covered employees salary. The obligation of the Company is

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the year towards provident fund & Employees' State Insurance is Rs. 16.50 lacs (March 31, 2023: Rs. 10.71 lacs).

**(C) Post-Employment Obligations**
**Defined Benefit Plans- Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The Gratuity is Unfunded Plan.

**(i) The amounts recognised in the Balance Sheet and the movements in the defined benefit obligation over the year are as follows:**

Particulars	Present Value Obligation
<b>As at April 1, 2022</b>	115.98
Current Service Cost	25.64
Interest Expense/(Income)	7.90
Past Service Cost	4.51
<b>Total Amount Recognised in Statement of Profit and Loss</b>	<b>38.05</b>
Remeasurements	
Interest Expense/(Income)	-
(Gain)/Loss from Change in Demographic Assumptions	(8.33)
(Gain)/Loss from Change in Financial Assumptions	(4.90)
Experience (Gains)/Losses	42.15
<b>Total Amount Recognised in other Comprehensive Income</b>	<b>28.92</b>
Employer Contributions	-
Benefit Payments	-
<b>As at March 31, 2023</b>	<b>182.95</b>
Current Service Cost	25.50
Interest Expense/(Income)	13.36
Past Service Cost	0.09
<b>Total Amount Recognised in Statement of Profit and Loss</b>	<b>38.95</b>
Remeasurements	
Return on Plan Assets, Excluding Amounts Included in	
Interest Expense/(Income)	-
(Gain)/Loss from Change in Demographic Assumptions	
(Gain)/Loss from Change in Financial Assumptions	0.64
Experience (Gains)/Losses	(45.22)
<b>Total Amount Recognised in other Comprehensive Income</b>	<b>(44.58)</b>
Employer Contributions	-
Benefit Payments	-
<b>As at March 31, 2024</b>	<b>177.32</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Current	41.06	41.89
Non-Current	136.26	141.06
<b>Total Liability</b>	<b>177.32</b>	<b>182.95</b>

(ii) **The Significant Actuarial Assumptions were as follows:**

Discount Rate	7.18%	7.30%
Salary Growth Rate	10%	10%
Mortality Rate	Indian assured lives mortality (2012-14) Modified Ult	Indian assured lives mortality (2012-14) Modified Ult
Attrition Rate	25% to 40%	25% to 40%

(iii) **Risk Exposure:**

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

**Salary Escalation Risk:** The present value of the defined benefit plan is calculated with assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability

**Demographic Risk:** The Company has used certain mortality and attrition assumption in valuation of the liability. The Company is exposed to the risk of the actual experience turning out to be worse.

**Regulatory Risk:** Gratuity benefit is paid in accordance with the requirement of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulation requiring higher gratuity payouts.

**Liquidity Risk:** This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non-availability of enough cash / cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(iv) **Defined Benefit Liability and Employer Contributions**

The Company's best estimate of contribution towards post-employment benefit plans for the year ended March 31, 2025 are Rs. 40.79 Lacs (year ended March 31, 2024 are Rs. 41.56 Lacs).

The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5	After 5th Year	Total
<b>As at March 31, 2024</b>							
Defined Benefit Obligation	41.31	30.98	27.74	24.04	21.23	84.81	230.10
<b>Total</b>	<b>41.31</b>	<b>30.98</b>	<b>27.74</b>	<b>24.04</b>	<b>21.23</b>	<b>84.81</b>	<b>230.10</b>
<b>As at March 31, 2023</b>							

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Defined Benefit Obligation	43.33	33.76	28.44	25.03	21.53	84.88	236.98
<b>Total</b>	<b>43.33</b>	<b>33.76</b>	<b>28.44</b>	<b>25.03</b>	<b>21.53</b>	<b>84.88</b>	<b>236.98</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>16. Deferred Tax Liabilities</b>		
Balance at the beginning of the year	5.37	4.63
Increase/ (Decrease) In Deferred Tax Liability	(1.77)	0.74
<b>Net Deferred Tax Liabilities</b>	<b>3.60</b>	<b>5.37</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>17. Borrowings (Current)</b>		
<b>Secured, Considered Good</b>		
Bank Overdraft	497.88	-
<b>Unsecured, Considered Good</b>		
Loan from Director	255.58	135.82
<b>Total</b>	<b>753.46</b>	<b>135.82</b>

**Note:**

**Bank Overdraft**

**(i) Bank Overdraft from ICICI Bank Limited of Rs. 495.88 Lacs (March 31, 2023 Rs. Nil)**

**Secured:** Secured Against Mutual Fund that are hold by the company at ICICI Ultra Short-Term Fund Growth.

**Rate of Interest:** 8.75% Per Annum

**Date of Maturity:** Repayable within One Year

**(ii) Bank Overdraft from ICICI Bank Limited of Rs. 2 Lacs (March 31, 2023 Rs. Nil)**

**Secured:** Secured Against Mutual Fund that are hold by the company at ICICI Prudential Floating Fund - Growth.

**Rate of Interest:** 8.75% Per Annum

**Date of Maturity:** Repayable within One Year

**Loan From Director**

**Terms of Repayment:** Repayable on demand

**Rate of Interest:** 7.2 % Per Annum

Borrowings are subsequently measured at amortized cost and therefore interest accrued on current borrowings are included in the respective amounts.

Particulars	As at March 31, 2024	As at March 31, 2023
<b>18. Trade Payables</b>		
Total Outstanding Dues to Micro Enterprises and Small Enterprises	7.17	-
Total Outstanding Dues to Creditors other than Micro Enterprises and small Enterprises	1,137.78	1,280.48
<b>Total</b>	<b>1,144.95</b>	<b>1,280.48</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

**Ageing of Trade Payable as at March 31, 2024**

Particulars	Outstanding for Following Period from the Due Date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Total Outstanding Dues to Micro Enterprises and Small Enterprises	-	7.17	-	-	-	7.17
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	148.26	397.91	99.92	96.53	395.16	1,137.78
<b>Disputed</b>						
Total Outstanding Dues to Micro Enterprises and Small Enterprises	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	-	-	-	-	-	-
<b>Total</b>	<b>148.26</b>	<b>405.08</b>	<b>99.92</b>	<b>96.53</b>	<b>395.16</b>	<b>1,144.95</b>

**Ageing of Trade Payable as at March 31, 2023**

Particulars	Outstanding for Following Period from the Due Date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Undisputed</b>						
Total Outstanding Dues to Micro Enterprises and Small Enterprises	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	137.33	508.50	200.29	434.36	-	1,280.48
<b>Disputed</b>						
Total Outstanding Dues to Micro Enterprises and Small Enterprises	-	-	-	-	-	-
Total Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises	-	-	-	-	-	-
<b>Total</b>	<b>137.33</b>	<b>508.50</b>	<b>200.29</b>	<b>434.36</b>	<b>-</b>	<b>1,280.48</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>19. Other Financial Liabilities (Current)</b>		
Unpaid Dividend*	4.35	8.49
Provision for CSR Expenses	14.00	40.55
Employee Benefits Payable	137.03	136.47
<b>Total</b>	<b>155.38</b>	<b>185.51</b>

\*There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at reporting dates.



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>20. Current Tax Liabilities (Net)</b>		
Current Tax Payable for the year	1,066.91	599.57
Less: Advance Tax & TDS	802.78	546.84
<b>Closing Balance</b>	<b>264.13</b>	<b>52.73</b>

Particulars	As at March 31, 2024	As at March 31, 2023
<b>21. Other Current Liabilities</b>		
Advance from Customers	117.57	2,965.30
Statutory Dues Payable including TDS	78.11	82.65
<b>Total</b>	<b>195.68</b>	<b>3,047.95</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>22. Revenue from Operations</b>		
The Company derives the following types of revenue:		
<b>Revenue from Contracts with Customers</b>		
<b>Sale of Products</b>		
Domestic Sales	455.00	391.10
<b>Sale of Services</b>		
Export Sales	6,987.08	6,143.96
Domestic Sales	2,638.47	1,383.49
<b>Total</b>	<b>10,080.55</b>	<b>7,918.55</b>
<b>Reconciliation of Revenue Recognised with Contract Price:</b>		
<b>Contract Price</b>	10,080.55	7,918.55
<b>Total</b>	<b>10,080.55</b>	<b>7,918.55</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>23. Other Income</b>		
Rental Income	0.40	-
Interest Income	443.01	173.49
Profit on Maturity/Sale of Investment	3.51	163.04
Dividend on Equity Shares	0.28	0.35
Interest Income on Income Tax Refund	1.15	9.62
Interest Income on FDR	140.80	29.44
Fair value Gain of Mutual Funds Measured at FVPL	441.74	313.17
Unwinding of discount on Security Deposits	4.08	2.88

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Discount	0.40	0.31
Net Foreign Exchange Gain	2.60	0.50
Miscellaneous Balances Written off	402.65	-
<b>Total Other Income</b>	<b>1,440.62</b>	<b>692.80</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>24. Cost of Material &amp; Services</b>		
Cost of Material & Services	1,605.85	1,171.82
<b>Total Cost of Material &amp; Services</b>	<b>1,605.85</b>	<b>1,171.82</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>25. Purchase of Stock-in-Trade</b>		
Stock-in-Trade	190.40	231.75
<b>Total Purchase of Stock-in-Trade</b>	<b>190.40</b>	<b>231.75</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>26. Changes in Inventories of Work-in-Progress &amp; Stock-in-Trade</b>		
<b>Opening Stock</b>		
Traded Goods	231.75	-
Work-in-Progress	765.95	725.46
<b>Total (A)</b>	<b>997.70</b>	<b>725.46</b>
<b>Less: - Closing Stock</b>		
Traded Goods	422.15	231.75
Work-in-Progress	980.06	765.94
<b>Total (B)</b>	<b>1,402.21</b>	<b>997.69</b>
<b>Total (A-B)</b>	<b>(404.51)</b>	<b>(272.23)</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>27. Employee Benefits Expenses</b>		
Salaries, Wages and Bonus	1,568.98	1,618.96
Contribution to Employee State Insurance & Provident Fund	16.50	10.71
Gratuity (Refer Note 15)	38.95	38.05
Staff Welfare Expenses	11.17	28.20
<b>Total</b>	<b>1,635.60</b>	<b>1,695.92</b>

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>28. Depreciation and Amortisation Expenses</b>		
Depreciation on Property, Plant and Equipment	197.09	187.40
Depreciation on Right on-use Assets [Refer Note 3(b)]	250.41	208.54
<b>Total</b>	<b>447.50</b>	<b>395.94</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>29. Other Expenses</b>		
Consumable	38.54	55.32
Power and Fuel Charges	118.17	98.12
Computer & Software Maintenance Expenses	29.04	31.58
Technical Support Expenses	40.81	50.36
Repairs & Maintenance Expenses	26.95	24.06
Insurance Premium	85.56	81.77
Legal and Professional Expenses	691.96	492.65
Payment to Auditors:		
Audit Fee	5.00	3.75
Tax Audit Fees	0.50	1.00
Other Services/ Certifications	0.25	0.50
Printing and Stationery	1.92	1.30
Telephone and Communication Charges	13.28	16.21
Travelling and Conveyance	19.23	31.66
Rent Expenses	-	0.17
Rates & Taxes Expenses	-	15.39
Royalty & Support Services	106.74	91.89
Freight and Cartage Expenses	0.32	0.25
Charity and Donation	0.21	0.22
Directors' Sitting Fees	4.00	4.00
Office Expenses	9.73	13.49
Commission Expense	45.71	34.07
Job Labour Charges	23.03	51.34
Rates & Taxes	4.84	15.10
Advertising and Sales Promotion	1,115.07	548.44
AMC Charges	17.99	17.57

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Corporate social responsibility expenditure	57.20	74.11
Foreign Exchange Difference Expenses	11.91	228.73
Miscellaneous Expenses	97.04	3.00
<b>Total</b>	<b>2,565.00</b>	<b>1,986.05</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>30. Finance Cost</b>		
Interest on Loan	18.64	16.36
Interest on Car Loan	-	1.01
Interest on Bank Overdraft	8.57	2.29
Interest on Late Payment of Government Dues	0.34	0.25
Interest on Shortfall of Advance Income Tax	14.65	1.68
Unwinding of discount on provisions	4.02	3.26
Other Finance Charges	15.71	14.39
Interest and Finance Charges on Lease Liabilities [Refer Note 3(b)]	118.31	87.66
<b>Total</b>	<b>180.24</b>	<b>126.90</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>31. Current Tax</b>		
<b>Income Tax Expense</b>		
Current Tax on Profits for the year	1,257.58	803.59
<b>Total</b>	<b>1,257.58</b>	<b>803.59</b>
Deferred Tax	28.15	(158.86)
MAT Credit Entitlement	(134.40)	(128.11)
Tax Relating to Earlier Years	7.18	18.52
<b>Total</b>	<b>(99.07)</b>	<b>(268.45)</b>
<b>Net Current Tax</b>	<b>1,158.51</b>	<b>535.14</b>

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
<b>32. Earnings Per Share</b>		
Profit After Tax Attributable to the Equity Share Holders of the Company	4,125.77	2,690.10

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

Total/Weighted Average Number of Equity Shares Outstanding during the year (Number of Shares)	2,05,00,000	1,02,78,082
Basic Earnings per Share (in Rs.)	20.13	26.17
Diluted Earnings per Share (in Rs.)	20.13	26.17
Face Value per Equity Share (in Rs.)	10.00	10.00

Particulars	As at March 31, 2024	As at March 31, 2023
<b>33. Contingent Liabilities</b>		
Income Tax Matters	15.69	15.69
Corporate Guarantee for Subsidiaries	93.73	93.73

**34. Commitments**
**Capital Commitments**

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities [Net of capital advance of Rs. Nil (As at March 31, 2023: Rs. Nil)]

**35. Segment Reporting**
**A. Operating segments and principal activities:**

Operating segments are defined as components for which discrete financial information is available and whose results are reviewed regularly by the chief operating decision maker (CODM), for allocation of resources and assessing performance.

**B. Segment accounting policies:**

In addition to the significant accounting policies applicable to the operating segments in relation to segment accounting are as under:

**(i) Segment revenue and expenses:**

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

**(ii) Segment assets and liabilities:**

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables (net of allowances and provision), inventories and property, plant and equipments, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consists principally of trade payables. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets/ liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis.

**(iii) Inter segment sales:**

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.

**C. Information about business segments**

Particulars	Year Ended	
	31.03.2024	31.03.2023
<b>Segment Revenue (Net Sales/Income)</b>		
a) Software Product Sales	8,023.62	6,912.81
b) Gym and Fitness	1,607.33	1,045.85

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*

c) Construction and Infrastructure	562.01	458.18
d) Game Studio and Astro Services	2,147.61	923.38
<b>Total</b>	<b>12,340.57</b>	<b>9,340.22</b>
Less: Inter Segment Revenue	819.40	728.87
<b>Net Sales / Income from Operations</b>	<b>11,521.17</b>	<b>8,611.35</b>
<b>Segment Results</b>		
a) Software Product Sales	5,071.19	3,603.83
b) Gym and Fitness	559.26	(150.95)
c) Construction and Infrastructure	132.15	176.03
d) Game Studio and Astro Services	8.64	66.96
<b>Segment Results before Interest &amp; Tax</b>	<b>5,771.24</b>	<b>3,695.87</b>
Less : Finance Cost	470.15	420.67
<b>Profit / (Loss) before tax</b>	<b>5,301.09</b>	<b>3,275.20</b>

**36. Related Party Transactions**
**A. Related Party Relationship Where Control Exists:**
**(a) Entities in which Key Management Personnel (KMP) or Relatives of KMP have Control or Joint Control or have Significant Influence**

S.C. Digital Protection Service S.R.L.  
 Bit Guardian GmbH  
 Laxo Medicare Private Limited  
 Freshokartz Agri Products Private Limited  
 BIZ 365 Tech Private Limited  
 ALBJ Green Power Private Limited  
 Adcounty Media India Limited  
 Advanced PC Care

**B. Other Related Parties:**
**a) Key Management Personnel**

Mr. Chandan Garg- Chairman and Managing Director  
 Mr. Kapil Garg – Whole Time Director  
 Mr. Narendra Kumar Garg – Executive Director  
 Mrs. Swaran Kanta – Non- Executive Director  
 Mr. Sanjeev Mittal- Chief Financial Officer  
 Mr. Vasu Ajay Anand- Company Secretary

**b) Independent & Non-Executive Director**

Ms. Riya Sharma  
 Mr. Deepak Jangid (Upto May 28, 2022)  
 Mr. Sumit Sharda (Upto May 28, 2022)  
 Mr. Hemant Koushik (w.e.f May 28, 2022)  
 Mr. Arvind Kumar Sharma (w.e.f May 28, 2022)

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*
**Relatives of KMP**

Mrs. Nancy  
 Mrs. Vartika Dangayach  
 Mrs. Priyanka Garg  
 Mr. Akash Bansal  
 Mrs. Alka Mittal

**Transactions with Related Parties for the year ended March 31, 2024 & March 31, 2023**

Particulars	March 31, 2024	March 31, 2023
<b>Remuneration Paid:</b>		
Mr. Chandan Garg	120.00	106.50
Mr. Kapil Garg	56.00	45.51
Mrs. Swaran Kanta	12.00	12.00
Mrs. Nancy Garg	24.70	19.20
Mr. Narendra Kumar Garg	12.00	12.00
Mrs. Vartika Dangayach	12.00	12.00
Mr. Sanjeev Mittal	14.20	12.31
Mr. Vasu Ajay Anand	7.80	5.93
Mrs. Alka Mittal	7.10	6.00
<b>Director Sitting Fees:</b>		
Ms. Riya Sharma	0.40	0.40
Mr. Deepak Jangid	-	0.20
Mr. Hemant Koushik	1.20	1.00
Mr. Arvind Kumar Sharma	2.40	2.40
<b>Interest Paid:</b>		
Mr. Chandan Garg	18.42	9.14
<b>Interest Received:</b>		
Laxo Medicare Private Limited	43.89	28.62
Freshokartz Agri Products Private Limited	3.54	3.21
<b>Sales:</b>		
Bitguardian GMBH	963.33	770.41
S C Digital Protection Services SRL	683.30	1,210.99
<b>Rent Paid:</b>		
Advanced PC Care	40.35	39.69
<b>Rent Received :</b>		
Adcounty Media India Private Limited	0.40	
<b>Loan Taken:</b>		
Mr. Chandan Garg	194.30	210.00

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

<b>Repayment of Loan:</b>		
Mr. Chandan Garg	106.47	288.16
Advanced PC Care	-	-
<b>Loan Given:</b>		
Laxo Medicare Private Limited	25.00	330.00
<b>Repayment of Loan Received:</b>		
Laxo Medicare Private Limited	4.39	12.86
Freshokartz Agri Products Private Limited	2.45	3.30
<b>Investments in Associates</b>		
Laxo Medicare Private Limited	-	-
BIZ 365 Tech Private Limited	20.00	109.99
Adcounty Media India Private Limited	443.90	-
<b>Reimbursement of Expenses Incurred by company on behalf of:</b>		
Mr. Chandan Garg	-	0.21

Particulars	March 31, 2024	March 31, 2023
<b>Closing Balances with Related Parties:</b>		
<b>Remuneration/ Fee Payable:</b>		
Mr. Chandan Garg	6.00	5.50
Mr. Kapil Garg	2.78	3.75
Mrs. Swaran Kanta	0.76	1.00
Mrs. Nancy Garg	1.45	1.60
Mr. Narendra Kumar Garg	0.89	1.00
Mrs. Vartika Dangayach	0.88	1.00
Mr. Sanjeev Mittal	0.98	1.00
Mr. Vasu Ajay Anand	0.65	0.65
Mrs. Alka Mittal	0.60	0.50
<b>Director Sitting Fess Payable</b>		
Ms. Riya Sharma	0.18	0.18
Mr. Hemant Koushik	0.27	0.90
Mr. Arvind Kumar Sharma	1.08	1.08
<b>Loan Payable:</b>		
Mr. Chandan Garg	255.58	30.65
<b>Loan Receivable:</b>		
Laxo Medicare Private Limited	512.13	447.63
Freshokartz Agri Products Private Limited	40.02	38.94



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

<b>Trade Payable:</b>		
Mr. Chandan Garg	-	1.30
Advanced PC Care	-	-
<b>Advances Received From:</b>		
Bitguardian GMBH	-	694.48
S C Digital Protection Services SRL	-	682.89

**37. Fair Value Measurements**

Financial instruments by category

Particulars	As at March 31, 2024		As at March 31, 2023	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
<b>Financial Assets</b>				
Investments *				
Equity Instruments	295.11	1352.55	312.68	772.10
Mutual Funds	3,231.35	-	2,789.61	-
Convertible Preference Shares	-	50.00	-	50.00
Fixed Deposits	-	5,398.61	-	4,982.11
Investment in Partnership Firm	-	3.00	-	3.00
Trade Receivables (Net)	-	1,323.30	-	919.27
Cash and Cash equivalents	-	566.59	-	419.18
Other Bank Balances	-	4.66	-	25.65
Loans (Current & Non-Current)	-	1,324.01	-	1,400.44
Other Financial Assets (Non-Current)	-	102.50	-	62.83
<b>Total Financial Assets</b>	<b>3,526.46</b>	<b>10,125.22</b>	<b>3,102.29</b>	<b>8,634.68</b>
<b>Financial Liabilities</b>				
Borrowings (Current)	-	753.46	-	135.82
Lease Liabilities (Current & Non-Current)	-	1,508.56	-	1,099.44
Trade Payables	-	1,144.94	-	1,280.48
Other Financial Liabilities	-	155.38	-	185.51
<b>Total Financial Liabilities</b>	<b>-</b>	<b>3,562.35</b>	<b>-</b>	<b>2,701.25</b>

\*The fair values of the investments is measured using quoted prices or NAV declared by mutual funds and are classified as level 1 fair values in the fair value hierarchy.

**(i) Fair Value Hierarchy**

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

*All amounts Rs. in Lacs, unless otherwise stated)*

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**(ii) Fair Value of Financial Assets and Liabilities Measured at Amortised Cost**

The carrying amounts of Trade Receivables, Trade Payables, Cash and Cash equivalents, Other Bank Balances, Loan (Current), Other Financial Assets (Non-current), Other Financial Liabilities, are considered to be the same as their fair values, due to their short-term nature.

Majorly the Fixed deposits and bank deposits are redeemable on demand and hence the fair values of security deposits and bank deposits are approximately equivalent to the carrying amount.

The Borrowings (Current), Lease Liabilities (Including Current portion), Loan (Non-Current) are carried at amortised cost. There is no material difference between carrying amount and fair value of Borrowings (Current), Lease Liabilities (Including Current portion) as at 31 March 2024 and 31 March 2023.

**38. Financial Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

**(A) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The carrying amounts of financial assets represent the maximum credit risk exposure.

A default on a financial asset is when the counterparty fails to make contractual payments as per agreed terms. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Assets are written off when there is no reasonable expectation of recovery. The Company writes off debtors when they fail to make contractual payment greater than 5 years past due.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Credit risk refers to the risk of default on its obligation by the counter party resulting in financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivable amounting to Rs. 1,323.30 lacs , Rs. 919.27 as at 31 March 2024 and 31 March 2023 , respectively. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. The Company has a credit risk management policy in place to limit credit losses due to non-performance of financial counter parties and customers. The Company monitors its exposure to credit risk on an ongoing basis at various levels. Outstanding customer receivables are regularly monitored. The Company closely monitors the acceptable financial counter party credit ratings and credit limits and revise where required in line with the market circumstances.



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

*(All amounts Rs. in Lacs, unless otherwise stated)*

Due to the geographical spread and the diversity of the Company's customers, the Company is not subject to any significant concentration of credit risks at balance sheet date.

On account of adoption of Ind AS 109, the Company uses a simplified approach (lifetime expected credit loss model) for the purpose of computation of expected credit loss for trade receivables.

**Significant Estimates:** The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, "Financial Instruments", which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Management judgment is required for assessing the recoverability of trade receivables and the valuation of the allowances for impairment of trade receivables. The Company makes impairment allowance for trade receivables based on an assessment of the recoverability of trade receivables. Allowances are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible. The impairment allowance is estimated by management based on historical experience and current economic environment, The Company assesses the expected credit losses by calibrating historical experience with forward-looking estimates. This may include information regarding the industry in which debtors are operating, historical and post year-end payment records, as well as creditworthiness of debtors.

**Reconciliation of Loss Allowance on Trade Receivables**

<b>Particulars</b>	<b>Amount</b>
<b>Loss Allowance on April 1, 2022</b>	-
Changes in Loss Allowance during the year including bad debts written off against provision	-
<b>Loss Allowance on April 1, 2023</b>	-
Changes in Loss Allowance during the year including bad debts written off against provision	-
<b>Loss Allowance on March 31, 2024</b>	-

**Cash & Cash Equivalents and Bank Deposits**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits accounts in different banks across the country.

**Other Financial Assets Measured at Amortised Cost**

Other financial assets measured at amortised cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

**(B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

**Maturities of Financial Liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.



**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

(All amounts Rs. in Lacs, unless otherwise stated)

**Contractual Maturities of Financial Liabilities:**

Particulars	Less than 1 years	More than 1 Year
<b>As at March 31, 2024</b>		
Borrowings	753.46	-
Lease Liability	247.81	1,260.75
Trade Payables	1,144.95	-
Other Financial Liabilities	155.38	-
<b>Total</b>	<b>2,301.60</b>	<b>1,260.75</b>
<b>As at March 31, 2023</b>		
Borrowings	135.82	-
Lease Liability	74.55	1,024.89
Trade Payables	1,280.48	-
Other Financial Liabilities	185.51	-
<b>Total</b>	<b>1,676.36</b>	<b>1,024.89</b>

**(C) Market Risk**

**(i) Interest Rate Risk**

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows

Particulars	As at March 31, 2024	As at March 31, 2023
Variable Rate Borrowings	-	-
Fixed Rate Borrowings	753.46	135.82

The Company on a regular basis monitors the changes in interest rate in the market to manage the portfolio of variable rate borrowings.

**(ii) Price Risk**

The Company's exposure to price risk arises from equity investments and equity oriented mutual funds held by the Company and classified in the Balance Sheet as fair value through Profit and Loss.

To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. The majority of the Company equity investment is publicly traded.

**39. Events Occurring After the Reporting Period**

In respect of the financial year ending March 31, 2024, no events are required to be reported which occurred after the reporting period.

**40. Capital Management**

The Company's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2024 and March 31, 2023.

41. The Company has not entered into any transaction with the struck off Companies.

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**
*(All amounts Rs. in Lacs, unless otherwise stated)*
**42. Additional information, as required under schedule III of the Companies Act 2013, of entity consolidated as subsidiary/ Associate**

Name of Company	Net assets i.e. total assets minus total liabilities		Share in profit/ (loss)		Share in Other comprehensive income (OCI)		Share in Total Comprehensive income (CI)	
	As % of consolidated net assets	Amount (Rs. In Lacs)	As % of consolidated profit and loss	Amount (Rs. In Lacs)	As % of consolidated OCI	Amount (Rs. In Lacs)	As % of consolidated CI	Amount (Rs. In Lacs)
<b>Parent Company</b>								
Innovana Thinklabs Limited	61.49%	10,330.22	73.19%	3,031.87	95.48%	42.57	73.43%	3,074.44
	64.87%	7,307.03	63.41%	1,737.55	100.00%	(28.93)	63.02%	1,708.62
<b>Subsidiary Company</b>								
Innovana Techlabs Limited	32.06%	5,385.90	21.12%	875.05	-	-	20.90%	875.05
	40.04%	4,510.84	39.47%	1,081.57	-	-	39.89%	1,081.57
Innovana Infrastructure Limited	-0.02%	(3.85)	-0.03%	(1.10)	-	-	-0.03%	(1.10)
	-0.02%	(2.75)	2.19%	60.06	-	-	2.22%	60.06
Innovana Astro Services Limited	0.11%	17.88	-0.48%	(19.91)	-	-	-0.48%	(19.91)
	0.34%	37.79	1.75%	47.90	-	-	1.77%	47.90
Innovana Fitness Labs Limited	6.36%	1,068.31	6.22%	257.70	4.52%	2.02	6.20%	259.72
	-5.25%	(590.89)	-6.75%	(184.91)	-	-	-6.82%	(184.91)
Innovana Games Studio Limited	0.00%	0.26	-0.01%	(0.22)	-	-	-0.01%	(0.22)
	0.00%	0.47	-0.01%	(0.23)	-	-	-0.01%	(0.23)
I Solve Software Services Limited	0.01%	1.15	-0.02%	(0.81)	-	-	-0.02%	(0.81)
	0.02%	1.96	-0.07%	(1.89)	-	-	-0.07%	(1.89)
<b>Total</b>	100.00%	16,799.87	100.00%	4,142.58	100.00%	44.59	100.00%	4,187.17
	100.00%	11,264.45	100.00%	2,740.06	100.00%	(28.93)	100.00%	2,711.13
Less: Adjustment arising out of consolidation		160.84		16.81		-		16.81
		144.02		49.96		-		49.96
<b>Total</b>		16,639.03		4,125.77		44.59		4,170.36
		11,120.43		2,690.10		(28.93)		2,661.17

**Note** - Percentage has been determined before considering Group adjustments and inter Company eliminations. Figures in italics represents amounts pertaining to previous year.

**43. Additional Regulatory Information Required by Schedule III of Companies Act, 2013**
**I. Details of Benami Property:**

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024***(All amounts Rs. in Lacs, unless otherwise stated)***II. Utilisation of Borrowed Funds and Share Premium:**

- A. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- B. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

**III. Compliance with Approved Scheme(s) of Arrangements:**

No scheme of arrangement has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013, hence, this is not applicable.

**IV. Undisclosed Income:**

There are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961.

**V. Details of Crypto Currency or Virtual Currency:**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**VI. Valuation of Property, Plant and Equipment and Intangible Assets:**

As the Company has chosen cost model for its Property, Plant and Equipment (Including Right-of-Use Assets) and Intangible Assets, the question of revaluation does not arise.

**VII. Loans or Advances to Specified Persons:**

The Company has granted loans or advances in the nature of loans to promoters, directors, KMPs or the related parties (as defined under Companies Act, 2013)

**VIII. Borrowings Secured Against Current Assets:**

The Company has no Borrowings secured against Current Assets.

**IX. Willful Defaulter:**

The Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

**X. Registration of Charges or Satisfaction with Registrar of Companies:**

There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

**XI. Compliance with Number of Layers of Companies:**

The Company complies with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

**XII. Utilisation of Borrowings Availed from Banks and Financial Institutions:**

The borrowings obtained by the Company have been utilised for the purpose for which the same was obtained.

**Notes to the Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2024**

*(All amounts Rs. in Lacs, unless otherwise stated)*

44. Previous year's figures have been reclassified to conform to current year's classification.

**For Amit Ramakant & Co.**

Chartered Accountants

Firm Registration Number: 009184C

**For and on behalf of the Board of Directors**

**AMIT AGARWAL**

Partner

Membership Number: 077407

**CHANDAN GARG**

Chairman & Managing Director

(DIN: 06422150)

**KAPIL GARG**

Whole Time Director

(DIN: 07143551)

**SANJEEV MITTAL**

Chief Financial Officer

**VASU AJAY ANAND**

Company Secretary

Place: Jaipur

Date 15 May 2024

Place: Jaipur

Date: 15 May 2024



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 9<sup>th</sup> Annual General Meeting of the members of **INNOVANA THINKLABS LIMITED** will be held on Monday 30<sup>th</sup> September 2024 at 11.30 A.M at the registered office of the company plot no D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park- 302004 Jaipur, Rajasthan to transact the following business.

**ORDINARY BUSINESS:**

**Item No. 1- Adoption of Financial Statements: -**

To consider and adopt the audited financial statement (including consolidated financial statement) of the company for the financial year ended March 31, 2024, and the report of the Boards of Directors ('the Boards') and auditors thereon.

**Item No. 2: Appointment of Mrs. Kapil Garg (DIN: 07143551) as a director liable to retire by rotation.**

To appoint a director in place of Mr. Kapil Garg (DIN: 07143551) who retires by rotation and being eligible offers himself for re-appointment.

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2024  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary

**Notes: -**

The Explanatory Statement pursuant to sub-section (1) of Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting power. A member holding more than 10% of the

total share capital of the company may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to



send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in the dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

2. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from September 23, 2024 to September 29, 2024 (both days inclusive) for the purpose of this Annual General Meeting.
4. M/s. SKYLINE FINANCIAL SERVICES PVT.LTD is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, nominations, change of address, change of name and e-mail address, etc., to their Depository Participant. This will help the Company and the Company's Registrar and Transfer Agent, M/s SKYLINE FINANCIAL SERVICES PVT.LTD to provide efficient and prompt services. Members holding shares in physical form are requested to intimate such changes to Registrar. Non-resident Indian members are requested to inform the company or its RTA or to the concerned DP's, of the change in the residential status on return to India for permanent settlement and the Particulars of NRE/NRO account with a bank in India, if not furnished earlier.
6. Members may now avail of the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
8. Queries on accounts and operations may please be sent to the Company 7 days in advance of the 9<sup>th</sup> Annual General Meeting so that the answers may be made available at the meeting.
9. The Ministry of Corporate Affairs (MCA) vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively have taken a 'Green Initiative in Corporate Governance' and allowed Companies to send communication to the shareholders through electronic mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Transfer Agent.
10. Electronic copy of the Notice of the 9<sup>th</sup> Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.
11. Members may also note that the Notice of the 9<sup>th</sup> Annual General Meeting and the Annual Report for the Financial year 2023-24 will also be available on the Company's website [www.innovanathinklabs.com](http://www.innovanathinklabs.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Jaipur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by permitted mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com).
12. M/s. ABHISHEK GOSWAMI & CO., Practicing Company Secretary has been appointed as Scrutinizer for Conducting the AGM in accordance with the law fairly and transparently.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' websites directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by</li> </ol>

	<p>sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**



<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2024  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary



**Details of Directors seeking appointments/re-appointments at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: -**

<b>Name of Director</b>	<b>Mr. Kapil Garg</b>
DIN	07143551
Date of Birth	03/06/1984
Date of Appointment	13/04/2015
Qualification	Graduate
Expertise in Specific Functional Areas	Marketing
Other Directorship held excluding Private Companies as on 31 <sup>st</sup> March 2024	<p>INNOVANA TECHLABS LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA ASTRO SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA FITNESS LABS LIMITED (Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA GAMES STUDIO LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>INNOVANA INFRASTRUCTURE LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p> <p>I SOLVE SOFTWARE SERVICES LIMITED (Wholly owned Subsidiary of “Innovana Thinklabs Limited”)</p>
List of outside Directorship held in other Listed Companies	Nil
Chairman/ Member of the Committee of the Board of the Directors of the Company	Nil
Disclosure of Relationship between Directors Inter-se.	Mr. Chandan Garg and Mr. Kapil Garg are brothers.

By Order of Board of Directors  
**For INNOVANA THINKLABS LIMITED**  
CIN: L72900RJ2015PLC047363

DATE: 05/09/2024  
PLACE: JAIPUR

Vasu Ajay Anand  
Company Secretary

**INNOVANA THINKLABS LIMITED**

**Registered office: Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan**

**CIN: L72900RJ2015PLC047363**

**E-Mail ID: cs@innovanathinklabs.com**

**Contact No.: 0141-4919128**

Attendance Slip 9<sup>th</sup> Annual General Meeting

Please Fill Attendance Slip and hand it over at The Entrance of the Meeting Hall. Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
DP Id	
Client ID	
No. of shares	

I/We hereby record my presence at the 9<sup>th</sup> Annual General Meeting of the Company at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan on September 30, 2024 at 11:30 A.M.

Name of the Shareholder		Signature of shareholder	
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Notes:

1. Only Member/Proxy holder can attend the Meeting.
2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.





**Form No. MGT-11 Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN: L72900RJ2015PLC047363

Name of the company: Innovana Thinklabs Limited

Registered office: Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park 302004, Jaipur, Rajasthan

**Name of the Member (s): Registered Address:**

**E-Mail Id:**

**Folio No/**

**Client Id:**

**DP ID:**

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: ..... Address:

E-Mail Id:

Signature....., or failing him

2. Name: ..... Address:

E-Mail Id:

Signature....., or failing him

As my proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09th Annual General Meeting of the company, to be held on the, September 30, 2024 at 11:30 A.M. at Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>		
<b>Ordinary Business:</b>		<b>For</b>	<b>Against</b>
01	Adoption of Financial Statements: - To consider and adopt the audited financial statement (including consolidated financial statement) of the company for the financial year ended March 31, 2024, and the report of the Boards of Directors ('the Boards') and auditors thereon.		
02	Appointment of Mr. Kapil Garg (DIN: 07143551) as a director liable to retire by rotation.  To appoint a director in place of Mr. Kapil Garg (DIN: 07143551) who retires by rotation and being eligible offers himself for re-appointment.		

Signed this..... day of..... 20....

Signature of shareholder Signature of Proxy holder(s)



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the General Meeting of the Company.



**INNOVANA THINKLABS LIMITED**

**Registered office:** Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri  
Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan

**CIN:** L72900RJ2015PLC047363

**E-Mail ID:** [cs@innovanathinklabs.com](mailto:cs@innovanathinklabs.com) **Contact No.:** 0141-4919128

**Route Map for holding Annual General Meeting**



Plot No. D-41, Patrakar Colony, Near Jawahar Nagar Moti Dungri Vistar Yojna, Raja Park-302004, Jaipur, Rajasthan






Innovation Is Our Foundation; Success  
Is Our Shared Journey.

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 D-41, Patrakar Colony, Near Jawahar Nagar  
Moti Dungri, Vistar Yojna, Raja Park, Jaipur

 (91) 141-4919128, 141-4919129

 [Info@innovanathinklabs.com](mailto:Info@innovanathinklabs.com)

 [www.innovanathinklabs.com](http://www.innovanathinklabs.com)